



QUARTERLY STATEMENT

AS OF MARCH 31, 2011
OF THE CONDITION AND AFFAIRS OF THE

Humana Health Plan, Inc.

NAIC Group Code	0119	0119	NAIC Company Code	95885	Employer's ID Number	61-1013183
	(Current Period)	(Prior Period)				
Organized under the Laws of	Kentucky		State of Domicile or Port of Entry	Kentucky		
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []	Hospital, Medical & Dental Service or Indemnity []		
	Dental Service Corporation []		Vision Service Corporation []	Health Maintenance Organization [X]		
	Other []			Is HMO, Federally Qualified? Yes [X] No []		
Incorporated/Organized	08/23/1982		Commenced Business	09/23/1983		
Statutory Home Office	321 West Main Street - 12th Floor		Louisville, KY 40202			
	(Street and Number)		(City or Town, State and Zip Code)			
Main Administrative Office	321 West Main Street - 12th Floor		Louisville, KY 40202	502-580-1000		
	(Street and Number)		(City or Town, State and Zip Code)	(Area Code) (Telephone Number)		
Mail Address	P.O. Box 740036		Louisville, KY 40201-7436			
	(Street and Number or P.O. Box)		(City or Town, State and Zip Code)			
Primary Location of Books and Records	321 West Main Street - 12th Floor		Louisville, KY 40202	502-580-1000		
	(Street and Number)		(City or Town, State and Zip Code)	(Area Code) (Telephone Number)		
Internet Web Site Address	www.humana.com					
Statutory Statement Contact	Abby Goodloe		502-580-1632			
	(Name)		(Area Code) (Telephone Number) (Extension)			
	DOIINQUIRIES@humana.com		502-580-2099			
	(E-mail Address)		(FAX Number)			

OFFICERS

Name	Title	Name	Title
Michael Benedict McCallister	President & CEO	Joan Olliges Lenahan	VP & Corporate Secretary
James Harry Bloem	Sr. VP, CFO & Treasurer	Frank Murray Amrine	Appointed Actuary

OTHER OFFICERS

Randa Lynn Anderson-Stice	Reg.Pres. - Sr. Prod/Central Reg.	George Grant Bauernfeind	Vice President
Jeffrey Bergin Bringardner	Market President - Kentucky	John Ellis Brown	VP - Medicare Service Operations
John Gregory Catron	Vice President	Denise Louise Christy	Market President - MI/IN
Peter James Edwards	VP & Div. Leader - Eastern Div.	Mark Sobhi El-Tawil	Reg. CEO/West Region
Mark Jason Fehring	Regional VP - Finance	Roy Goldman Ph.D	VP & Chief Actuary
Gary Edward Goldstein M.D.	VP & Div. Leader - Central Div.	Deborah Ann Gracey	Reg.Pres.-Sr.Prod.-North Region
Robert Todd Hitchcock	VP & Div. Leader - Western Div.	Morris Curt Howell	Market President-NV/AZ/UT
Paul Francis Kraemer	Regional CEO - East Region	Charles Frederic Lambert III	Vice President
Thomas Joseph Liston	Sr. Vice President - Sr. Prod.	Clarence Evans Looney	Market President - Tennessee
Kenneth Scott Malcolmson	Regional CEO	Heidi Suzanne Margulis	Sr. Vice President
Kevin Ross Meriwether	Reg. President - Sr. Prod/East	Khalid Nazir	Vice President
Daniel Joseph Oftedahl	Market President - Colorado	George Renaudin	VP & Div. Leader - Southern Div.
David Thomas Reynolds	Market President - Illinois	Oraida Maria Roman	RegPresSrProd/IntermountainReg
Larry Dale Savage	Regional CEO	Debra Anne Smith	VP-Strategy&Prod Dev-Sr. Markets
William Joseph Tait	Vice President	Joseph Christopher Ventura	Assistant Secretary
Timothy Alan Wheatley	VP - Sr. Products/Finance	Ralph Martin Wilson	Vice President

DIRECTORS OR TRUSTEES

James Harry Bloem #	Michael Benedict McCallister	James Elmer Murray
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State of Kentucky

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County of Jefferson

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC *Annual Statement Instructions and Accounting Practices and Procedures* manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Michael Benedict McCallister President & CEO	Joan Olliges Lenahan VP & Corporate Secretary	James Harry Bloem Sr. VP, CFO & Treasurer
a. Is this an original filing? Yes [X] No []		
b. If no:		
1. State the amendment number		
2. Date filed		
3. Number of pages attached		
Subscribed and sworn to before me this 6th day of May, 2011		
Myra Carpenter, Notary Public August 9, 2013		

STATEMENT AS OF MARCH 31, 2011 OF THE Humana Health Plan, Inc.

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1	2	3	
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	357,854,836	0	357,854,836	344,415,993
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	28,024,959	0	28,024,959	27,886,723
3. Mortgage loans on real estate:				
3.1 First liens	27,600,000	0	27,600,000	27,600,000
3.2 Other than first liens	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$0 encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less \$0 encumbrances)	0	0	0	17,264
4.3 Properties held for sale (less \$0 encumbrances)	0	0	0	0
5. Cash (\$ (8,837,585)), cash equivalents (\$47,749,753) and short-term investments (\$6,098,983)	45,011,151	0	45,011,151	8,764,371
6. Contract loans (including \$ premium notes)	0	0	0	0
7. Derivatives	0	0	0	0
8. Other invested assets	0	0	0	0
9. Receivables for securities		0	0	0
10. Securities lending reinvested collateral assets	3,146,731		3,146,731	884,486
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	461,637,677	0	461,637,677	409,568,837
13. Title plants less \$ charged off (for Title insurers only)		0	0	0
14. Investment income due and accrued	3,213,975		3,213,975	3,078,853
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	42,482,385	568,729	41,913,656	41,806,056
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)	0	0	0	0
15.3 Accrued retrospective premiums	32,466,337	0	32,466,337	13,979,793
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers			0	0
16.2 Funds held by or deposited with reinsured companies			0	0
16.3 Other amounts receivable under reinsurance contracts			0	0
17. Amounts receivable relating to uninsured plans	15,800,069	1,083,368	14,716,701	15,656,510
18.1 Current federal and foreign income tax recoverable and interest thereon			0	0
18.2 Net deferred tax asset	59,542,536	48,611,650	10,930,886	10,930,886
19. Guaranty funds receivable or on deposit			0	0
20. Electronic data processing equipment and software	229,975	21,362	208,613	331,909
21. Furniture and equipment, including health care delivery assets (\$0)	1,902,661	1,902,661	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	0	0	0	3,724,408
24. Health care (\$6,356,841) and other amounts receivable	14,095,768		14,095,768	10,830,735
25. Aggregate write-ins for other than invested assets	134,797,457	134,616,044	181,413	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	766,168,840	186,803,814	579,365,026	509,907,987
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
28. Total (Lines 26 and 27)	766,168,840	186,803,814	579,365,026	509,907,987
DETAILS OF WRITE-INS				
1101.			0	0
1102.			0	0
1103.			0	0
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198) (Line 11 above)	0	0	0	0
2501. Intangible Asset Related to Acquired Membership	131,169,115	131,169,115	0	0
2502. Prepaid Commissions	2,874,917	2,874,917	0	0
2503. Prepaid Expenses	528,306	528,306	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	225,119	43,706	181,413	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	134,797,457	134,616,044	181,413	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$532 reinsurance ceded).....	186,523,916	6,308,406	192,832,322	158,743,786
2. Accrued medical incentive pool and bonus amounts	1,441,788		1,441,788	1,156,141
3. Unpaid claims adjustment expenses	2,234,018		2,234,018	1,960,387
4. Aggregate health policy reserves	20,855,594		20,855,594	17,170,692
5. Aggregate life policy reserves	0		0	0
6. Property/casualty unearned premium reserve	0		0	0
7. Aggregate health claim reserves	212,830	7,170	220,000	217,000
8. Premiums received in advance	17,091,946		17,091,946	13,024,706
9. General expenses due or accrued	13,076,672		13,076,672	12,618,275
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	8,151,187		8,151,187	14,981,855
10.2 Net deferred tax liability.....	0		0	0
11. Ceded reinsurance premiums payable	149,281		149,281	158,032
12. Amounts withheld or retained for the account of others	0		0	0
13. Remittances and items not allocated	0		0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)	0		0	0
15. Amounts due to parent, subsidiaries and affiliates	4,258,317		4,258,317	0
16. Derivatives.....	0		0	0
17. Payable for securities	633,696		633,696	0
18. Payable for securities lending	3,794,755		3,794,755	1,499,754
19. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)	0		0	0
20. Reinsurance in unauthorized companies	0		0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
22. Liability for amounts held under uninsured plans	17,158,412	0	17,158,412	7,495,184
23. Aggregate write-ins for other liabilities (including \$390 current)	390	0	390	331
24. Total liabilities (Lines 1 to 23).....	275,582,802	6,315,576	281,898,378	229,026,143
25. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
26. Common capital stock	XXX	XXX	2,248,000	2,248,000
27. Preferred capital stock	XXX	XXX	0	0
28. Gross paid in and contributed surplus	XXX	XXX	416,255,377	416,255,377
29. Surplus notes	XXX	XXX	0	0
30. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
31. Unassigned funds (surplus)	XXX	XXX	(121,036,729)	(137,621,533)
32. Less treasury stock, at cost:				
32.1 shares common (value included in Line 26 \$)	XXX	XXX		0
32.2 shares preferred (value included in Line 27 \$)	XXX	XXX		0
33. Total capital and surplus (Lines 25 to 31 minus Line 32)	XXX	XXX	297,466,648	280,881,844
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	579,365,026	509,907,987
DETAILS OF WRITE-INS				
2301. Medicare Risk Adjustment Payable.....	390		390	331
2302.			0	0
2303.			0	0
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398) (Line 23 above)	390	0	390	331
2501.	XXX	XXX		0
2502.	XXX	XXX		0
2503.	XXX	XXX		0
2598. Summary of remaining write-ins for Line 25 from overflow page	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598) (Line 25 above)	XXX	XXX	0	0
3001.	XXX	XXX		0
3002.	XXX	XXX		0
3003.	XXX	XXX		0
3098. Summary of remaining write-ins for Line 30 from overflow page	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098) (Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months.....	XXX	1,194,375	1,150,427	4,661,923
2. Net premium income (including \$ 0 non-health premium income).....	XXX	594,996,661	474,392,564	1,966,534,552
3. Change in unearned premium reserves and reserve for rate credits	XXX	(36,292)	(4,221)	(9,090)
4. Fee-for-service (net of \$ medical expenses)	XXX	0	0	0
5. Risk revenue	XXX	0	0	0
6. Aggregate write-ins for other health care related revenues	XXX	0	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	594,960,369	474,388,343	1,966,525,462
Hospital and Medical:				
9. Hospital/medical benefits	14,943,093	404,859,595	371,852,994	1,434,718,024
10. Other professional services		3,880,161	7,547,116	16,894,332
11. Outside referrals		0	0	0
12. Emergency room and out-of-area	897,592	16,440,578	10,392,220	46,797,308
13. Prescription drugs		60,195,989	53,091,959	208,381,522
14. Aggregate write-ins for other hospital and medical.....	0	0	0	4,162
15. Incentive pool, withhold adjustments and bonus amounts.....		359,370	499,505	270,980
16. Subtotal (Lines 9 to 15)	15,840,685	485,735,693	443,383,794	1,707,066,328
Less:				
17. Net reinsurance recoveries		199	23,751,720	85,210,536
18. Total hospital and medical (Lines 16 minus 17)	15,840,685	485,735,494	419,632,074	1,621,855,792
19. Non-health claims (net).....		0	0	0
20. Claims adjustment expenses, including \$ 15,190,639 cost containment expenses.....		18,987,225	10,344,692	62,755,032
21. General administrative expenses.....		71,923,868	56,642,485	251,823,102
22. Increase in reserves for life and accident and health contracts (including \$0 increase in reserves for life only).....		312,791	20,857	(14,426,329)
23. Total underwriting deductions (Lines 18 through 22)	15,840,685	576,959,378	486,640,108	1,922,007,597
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	18,000,991	(12,251,765)	44,517,865
25. Net investment income earned		3,095,903	2,006,847	10,398,490
26. Net realized capital gains (losses) less capital gains tax of \$22,547		41,872	10,260	(99,685)
27. Net investment gains (losses) (Lines 25 plus 26)	0	3,137,775	2,017,107	10,298,805
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]		0	0	0
29. Aggregate write-ins for other income or expenses	0	56,520	59,538	12,712
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	21,195,286	(10,175,120)	54,829,382
31. Federal and foreign income taxes incurred	XXX	8,128,640	(1,812,422)	24,407,585
32. Net income (loss) (Lines 30 minus 31)	XXX	13,066,646	(8,362,698)	30,421,797
DETAILS OF WRITE-INS				
0601.	XXX		0	0
0602.	XXX		0	0
0603.	XXX		0	0
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698) (Line 6 above)	XXX	0	0	0
0701.	XXX		0	0
0702.	XXX		0	0
0703.	XXX		0	0
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798) (Line 7 above)	XXX	0	0	0
1401. Other Medical Expense.....	0	0	0	4,162
1402.			0	0
1403.			0	0
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498) (Line 14 above)	0	0	0	4,162
2901. Miscellaneous Income.....		56,520	59,538	12,712
2902.			0	0
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998) (Line 29 above)	0	56,520	59,538	12,712

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1	2	3
	Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	280,881,844	175,615,014	175,615,014
34. Net income or (loss) from Line 32	13,066,646	(8,362,698)	30,421,797
35. Change in valuation basis of aggregate policy and claim reserves	0	0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$	86,067	114,463	2,222,446
37. Change in net unrealized foreign exchange capital gain or (loss)	0	0	0
38. Change in net deferred income tax	0	(19,810,000)	(25,964,407)
39. Change in nonadmitted assets	3,432,091	20,267,543	44,353,367
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles	0	0	0
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend)	0	0	0
44.3 Transferred to surplus	0	0	0
45. Surplus adjustments:			
45.1 Paid in	0	2,136,782	2,136,783
45.2 Transferred to capital (Stock Dividend)	0	0	0
45.3 Transferred from capital	0	0	0
46. Dividends to stockholders	0	0	0
47. Aggregate write-ins for gains or (losses) in surplus	0	0	52,096,844
48. Net change in capital and surplus (Lines 34 to 47)	16,584,804	(5,653,910)	105,266,830
49. Capital and surplus end of reporting period (Line 33 plus 48)	297,466,648	169,961,104	280,881,844
DETAILS OF WRITE-INS			
4701. Correction of prior period error.....			52,064,088
4702. Valuation allowance for securities lending.....		0	20,756
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798) (Line 47 above)	0	0	52,084,844

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance.....	584,327,707	456,734,544	1,915,947,612
2. Net investment income	3,972,227	1,861,376	11,935,073
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	588,299,934	458,595,920	1,927,882,685
5. Benefit and loss related payments	470,384,697	368,329,346	1,666,398,916
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	61,686,394	54,242,072	258,339,368
8. Dividends paid to policyholders	0	0	0
9. Federal and foreign income taxes paid (recovered) net of \$22,547 tax on capital gains (losses).....	14,981,855	(1,806,897)	9,372,053
10. Total (Lines 5 through 9)	547,052,946	420,764,521	1,934,110,337
11. Net cash from operations (Line 4 minus Line 10)	41,246,988	37,831,399	(6,227,652)
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	14,967,127	9,790,639	88,777,562
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	(1,661,305)	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(36)	(1,435)	(4,604)
12.7 Miscellaneous proceeds	0	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	13,305,786	9,789,204	88,772,958
13. Cost of investments acquired (long-term only):			
13.1 Bonds	29,387,867	55,598,591	279,214,806
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	29,387,867	55,598,591	279,214,806
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(16,082,081)	(45,809,387)	(190,441,848)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	2,136,783	0
16.3 Borrowed funds	0	0	2,136,783
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied).....	11,081,873	87,347,694	68,630,730
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6).....	11,081,873	89,484,477	70,767,513
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	36,246,780	81,506,489	(125,901,987)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year.....	8,764,371	134,666,358	134,666,358
19.2 End of period (Line 18 plus Line 19.1)	45,011,151	216,172,847	8,764,371

STATEMENT AS OF MARCH 31, 2011 OF THE Humana Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	372,905	17,097	217,588	.0	2,490	7,075	24,700	103,955	.0	.0
2 First Quarter	401,004	17,400	215,773	.0	3,566	7,783	24,199	132,283	.0	.0
3 Second Quarter .....	.0	.0	.0	.0	.0	.0	.0	.0	.0	.0
4. Third Quarter .....	.0									
5. Current Year	0									
6 Current Year Member Months	1,205,499	51,257	651,264		10,646	23,262	72,675	396,395		
Total Member Ambulatory Encounters for Period:										
7. Physician	558,986	20,958	227,711				52,065	258,252		
8. Non-Physician	415,818	19,367	149,765				19,063	227,623		
9. Total	974,804	40,325	377,476	0	0	0	71,128	485,875	0	0
10. Hospital Patient Days Incurred	50,602	1,134	14,008				2,075	33,385		
11. Number of Inpatient Admissions	10,503	263	2,869				719	6,652		
12. Health Premiums Written (a).....	595,241,418	7,413,688	201,944,189	1,842	143,002	693,870	30,514,567	354,530,260		
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	595,205,126	7,377,396	201,944,189	1,842	143,002	693,870	30,514,567	354,530,260		
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	451,358,550	5,023,861	154,927,074	237	80,949	290,400	24,716,303	266,319,726		
18. Amount Incurred for Provision of Health Care Services	485,735,693	4,956,526	157,595,755	199	80,949	306,382	24,921,606	297,874,276		

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 354,530,260

STATEMENT AS OF MARCH 31, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
Claims unpaid (Reported)						
GLEN ELLYN CLINIC.....					148,423	148,423
N W SUBURBAN ANESTHESIOLOGY.....			13,485			13,485
WOMENS HEALTH CONS.....					374,696	374,696
A UNABLE TO UPDATE PROVIDER INFORMATION.....	15,137					15,137
ADDISON RADIOLOGY ASSOC SC.....					400,716	400,716
ADV LUTHERAN GEN HOSPITAL.....	30,685					30,685
ADVENTIST BOLINGBROOK HOSPITAL.....	34,770					34,770
ADVENTIST HINSDALE HOSPITAL.....	75,046					75,046
ADVOCATE CHRIST MEDICAL CENTER.....	492,885	30,428				523,312
ADVOCATE CONDELL MEDICAL CTR.....	41,615					41,615
ADVOCATE GOOD SAMARITAN.....	167,634		10,413			178,047
ADVOCATE HOME HEALTH SERVICE.....	19,152					19,152
ADVOCATE ILLINOIS MASONIC.....	223,706	40,841				264,547
ADVOCATE LUTHERAN GENERAL.....		40,703				40,703
ADVOCATE LUTHERAN GENERAL HOSPITAL.....	119,980					119,980
ADVOCATE LUTHERAN GENERAL HOSPITAL.....	73,992	21,680				95,671
ADVOCATE TRINITY HOSPITAL.....	107,583	34,220			31,053	172,857
AKASH AHUJA MD.....	10,808					10,808
ALAMEDA HOSPITAL.....	42,493					42,493
ALEGENT HEALTH IMMANUEL.....	13,068					13,068
ALEXANDER MASON.....				21,705		21,705
ALEXIAN BROTHERS BEHAVIORAL.....	60,699					60,699
ALEXIAN BROTHERS MEDICAL CENTER.....	21,124					21,124
ALEXIAN BROTHERS MEDICAL CTR.....	73,679	215,096				288,774
ALFRED KAHN III.....	20,134					20,134
ALL SAINTS MEDICAL CENTER.....	16,555					16,555
ALLPORT CLINIC LLC.....					41,580	41,580
AMEDISYS INC.....	11,525					11,525
AMERIGROUP GEORGIA.....	11,408	10,954				22,361
AMERIGROUP OHIO.....	22,349	18,113				40,462
AMG DIALYSIS CENTERS.....	13,369			13,300		26,669
AMISHI SAWLANI MD.....					127,261	127,261
ANCHORAGE VAMC.....	32,121					32,121
ANESTHESIA ASSOCIATES OF CINCINNATI INC.....	12,610					12,610
ANESTHESIOLOGY CONSULTANTS.....	26,784					26,784
ANGELO COLOSIMO.....	12,251					12,251
ANN STROINK.....	16,484					16,484
ANTHONY RINELLA.....	13,301		10,878			24,179
APRIA HEALTHCARE INC.....	11,361					11,361
ARH REGIONAL MEDICAL CENTER.....	12,664					12,664
ARROWHEAD HOSPITAL.....	112,949	18,548				131,497
ARTHUR ARAND.....			12,689			12,689
ASSOC ST JAMES RADIOLOGISTS.....					132,616	132,616
ATP ANESTHESIA LLC.....					22,108	22,108
ATRIUM MEDICAL CENTER.....	38,070					38,070
AURORA BAYCARE MEDICAL CENTER.....	20,903					20,903
AURORA CHICAGO LAKESHORE HOSPITAL.....	12,192					12,192
AURORA DIALYSIS CENTER.....	39,592					39,592
AURORA HEALTH CARE METRO INC.....	395,457		29,986		16,280	441,724
AURORA MEDICAL CENTER GRAFTON LLC.....	32,965					32,965
AURORA PSYCHIATRIC HOSPITAL.....	10,557					10,557
AURORA SHEBOYGAN MEMORIAL MEDICAL CENTER.....	14,904					14,904
AVISTA ADVENTIST HOSPITAL.....	17,408					17,408
BANNER BAYWOOD HEART HOSPITAL.....	98,486					98,486
BANNER BAYWOOD MEDICAL CENTER.....	85,936	16,091				102,026

STATEMENT AS OF MARCH 31, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
BANNER BOSWELL MEDICAL CENTER.....	57,116					57,116
BANNER DEL E WEBB MEDICAL.....	44,360					44,360
BANNER DESERT MEDICAL CENTER.....	72,472					72,472
BANNER ESTRELLA MEDICAL CENTER.....	36,311					36,311
BANNER GOOD SAMARITAN MEDICAL.....	191,270	171,522	14,470			377,262
BANNER GOOD SAMARITAN MEDICAL CENTER.....	103,332	14,900				118,232
BANNER THUNDERBIRD MED CENTER.....	36,962	14,804				51,766
BANNER THUNDERBIRD MEDICAL CENTER.....	13,154					13,154
BAPTIST HOSPITAL.....	150,842				48,305	199,147
BAPTIST HOSPITAL EAST.....	80,956	13,564				94,520
BARNES JEWISH HOSPITAL.....	22,912					22,912
BARNES JEWISH WEST COUNTY HOSPITAL.....	17,137					17,137
BASHFORD EAST HEALTH CARE.....	11,915					11,915
BAYLOR UNIVERSITY MEDICAL CENTER.....	39,743					39,743
BELL AMBULANCE SERVICE.....	10,047					10,047
BENCHMARK HEALTHCARE OF RAYTOW.....	44,564					44,564
BENJAMIN DOMB.....	11,659					11,659
BETHANY MEDICAL ASSOCIATES.....					178,481	178,481
BETHESDA HOSPITAL INC.....	125,186					125,186
BETHESDA NORTH HOSPITAL.....	214,233	21,142	94,981		20,021	350,377
BIRINDER MARWAH MD.....					91,351	91,351
BLOUNT MEMORIAL HOSPITAL.....	55,655				14,593	70,248
BLUE ASH DIALYSIS.....	21,922					21,922
BMA OF AZ ARCADIA DIALYSIS.....	12,784					12,784
BON SECOURS MEMORIAL REGIONAL.....	13,383					13,383
BON SECOURS ST FRANCIS HEALTH.....	135,902					135,902
BOONEVILLE COMMUNITY HOSPITAL.....	11,450					11,450
BRANDON REGIONAL HOSPITAL.....	39,538					39,538
BRIAN C CHO MD.....					48,195	48,195
BRIAN COLE.....	13,189					13,189
BRIDGEPORT HOSPITAL.....		34,744		34,744	29,276	98,763
BRISTOL REGIONAL MEDICAL CENTER.....	32,759					32,759
BRUCE LEWIS MD.....	15,507					15,507
BUREAU OF TENNCARE.....	46,225	19,773	50,285			116,283
BUTLER COUNTY MEDICAL CENTER.....	14,637					14,637
CABELL HUNTINGTON HOSPITAL INC.....	13,350					13,350
CARDINAL HILL REHABILITATION HOSPITAL.....	11,685					11,685
CARESOURCE OH.....	14,236	13,292				27,528
CARLION ROANOKE MEMORIAL HOSPITAL.....	27,901					27,901
CARMEL HILLS HEALTHCARE.....	29,288	14,331				43,619
CAROLINAS MEDICAL CENTER.....	45,298					45,298
CARONDELET HEART AND VASCULAR INSTITUTE.....					26,515	26,515
CARONDELET ST JOSEPHS HOSPITAL.....	59,414					59,414
CARONDELET ST MARYS HOSPITAL.....	29,819					29,819
CASCADE HEMOPHILIA CONSORT.....	32,481					32,481
CASS REGIONAL MEDICAL CENTER.....	85,984	23,030				109,015
CATHOLIC HEALTH PARTNERS SVS.....	13,951					13,951
CEDAR LAKE VILLAGE.....	10,290					10,290
CEDAR PARK REGIONAL MED CTR.....	12,685					12,685
CENTENNIAL HILLS HOSPITAL MEDICAL.....	737,308	602,770	188,875	259,328	557,073	2,345,354
CENTER FOR HEALTH AMBULATORY.....	13,734					13,734
CENTERPOINT AMB SURGERY.....	10,198					10,198
CENTERPOINT MEDICAL CENTER.....	230,371				10,802	241,173
CENTRAL BAPTIST HOSPITAL.....	332,002				271,748	603,751
CENTRAL DUPAGE HOSPITAL.....	133,455	15,588				149,043
CENTRAL TEXAS MEDICAL CENTER.....	20,926					20,926

STATEMENT AS OF MARCH 31, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
CENTURA HEALTH.....	26,915					26,915
CEP AMERICA ILLINOIS PC.....					227,748	227,748
CHANDLER REGIONAL HOSPITAL.....	62,813	14,441				77,254
CHARLES FAMOYIN.....	29,975					29,975
CHARLES KUNTZ IV.....	11,650					11,650
CHILDRENS AT EGLESTON.....	14,145					14,145
CHILDRENS HOSP DME.....	12,394					12,394
CHILDRENS HOSP HOME HEALTH.....	63,784				22,877	86,661
CHILDRENS HOSPITAL MEDICAL CENTER.....	885,920	17,478	38,545		71,004	1,012,947
CHILDRENS HOSPITAL MEDICAL CENTER LAB.....	11,870					11,870
CHILDRENS HOSPITAL OF WISCONSIN.....	44,651	10,491			25,273	80,414
CHILDREN'S MEMORIAL SPECIALTY.....	13,390					13,390
CHILDRENS MERCY HOSPITAL.....	21,925					21,925
CHRIST HOSPITAL.....	516,901	50,305			10,018	577,224
CHRIST HOSPITAL SPINE SURGERY CENTER.....	22,918					22,918
CHRISTUS SANTA ROSA HOSPITAL.....	23,191					23,191
CHRISTUS SPOHN CC SOUTH HOSPITAL.....	15,316					15,316
CINCINNATI VAMC.....		27,464				27,464
CJW MEDICAL CENTER.....	13,316					13,316
CLARIAN ARNETT HEALTH SYSTEM I.....		41,679				41,679
CLARIAN HEALTH PARTNERS.....	19,113					19,113
CLARK MEMORIAL HOSPITAL.....	10,809				15,858	26,667
CLEMENT MANOR INC.....	12,738					12,738
CLEVELAND CLINIC FOUNDATION.....	35,378				14,258	49,636
CLEVELAND CLINIC HOSPITAL.....	24,068					24,068
CMC UNION.....	13,287					13,287
COLUMBIA ST MARYS CSM OZAUKEE PHARMACY.....	15,861					15,861
COLUMBIA ST MARYS HOSPITAL MILWAUKEE INC.....	25,510		11,465		13,972	50,948
COMMUNITY HOSPITAL ANDERSON.....	11,681					11,681
COMMUNITY HOSPITALS OF IN INC.....	78,869					78,869
COMMUNITY MEMORIAL HOSPITAL.....	27,807					27,807
CONCORDIA NURSING AND REHAB.....	15,151					15,151
COPLEY MEMORIAL HOSPITAL.....	143,567				86,783	230,350
CORAM HEALTHCARE.....	21,749					21,749
CORNERSTONE HOSPITAL OF AUSTIN.....	85,827					85,827
COUNTRYSIDE CARE CENTRE.....	70,089					70,089
CROWNE HEALTH CARE OF MOBILE.....	11,809					11,809
CUMBERLAND HEIGHTS TREATMENT CENTER.....	16,223					16,223
DANIEL LIEBERMAN.....	13,168					13,168
DAVITA FORT MILL.....	12,767					12,767
DAY SURGERY FACILITIES.....	18,837	412,301	167,737	23,167	464,507	1,086,549
DCA BERWYN.....	45,867	23,327				69,194
DCA OF CINCINNATI LLC.....		18,214	17,445			35,658
DCA ORLAND PARK.....	98,579					98,579
DEHLI DIALYSIS.....	11,815					11,815
DEIRDRE MARSHALL.....	11,336					11,336
DELL CHILDRENS MEDICAL CENTER.....			72,915			72,915
DELMAR GARDENS OF OVERLAND PK.....	18,453					18,453
DELRAY MEDICAL CENTER INC.....	37,710					37,710
DESERT SPRINGS HOSPITAL MEDICAL.....	1,076,339	1,217,935	138,952	723,392	1,284,593	4,441,210
DETAR HOSPITAL.....	27,076				13,241	40,317
DIAGNOSTIC IMAGING ASSOCIATES.....					107,101	107,101
DIALYSIS CLINIC INC.....	47,100				10,308	57,407
DIALYSIS CTRS OF AMERICA.....					16,825	16,825
DIALYSIS CTRS OF AMERICA PRAIR.....	108,132		78,855			186,987
DOCTORS HOSPITAL.....	13,414					13,414

STATEMENT AS OF MARCH 31, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
DRAKE CENTER LAB.....	11,812					11,812
DRAKE OUTPATIENT SERVICES.....	12,156					12,156
DSI HAZEL CREST RENAL CENTER.....	13,218					13,218
DSI LOOP RENAL CENTER.....	21,325					21,325
DSI SCOTTDALE RENAL CENTER.....	21,350					21,350
DSI SOUTH HOLLAND RENAL CENTER.....	12,366					12,366
DSI WAUKEGAN RENAL CENTER.....	24,627					24,627
EAST TENNESSEE CHILDRENS HOSPITAL.....	62,000					62,000
EDGEWOOD LIVING CENTER.....	14,163					14,163
EDWARD G SOLTESZ MD.....	12,708					12,708
EDWARD HOSPITAL.....	166,189					166,189
ELK GROVE LAB PHYSICIANS.....					67,726	67,726
ELMHURST ANESTHESIOLOGISTS PC.....					30,077	30,077
ELMHURST MEMORIAL HEALTH SYSTEM.....					14,721	14,721
ELMHURST MEMORIAL HOSPITAL.....	63,458	11,369			13,772	88,599
EMORY UNIVERSITY HOSPITAL.....		37,478				37,478
ESTHER CAHAL.....			10,505			10,505
EUGENE Y CHEN MD.....	18,172					18,172
EUGENIO VARGAS.....	11,158					11,158
EVANGELICAL HOSPITAL CORP.....	32,059	170,055	229,965	24,475	1,714,260	2,170,813
EVANSTON N W HEALTHCARE.....	11,211					11,211
EVENDALE MEDICAL CENTER LLC.....					62,967	62,967
EXCELSIOR SPRINGS MEDICAL CTR.....			12,100			12,100
EXEMPLA GOOD SAMARITAN MED.....	35,043					35,043
EXEMPLA LUTHERAN MEDICAL CTR.....		13,098				13,098
FAIRVIEW LAKES REGIONAL MEDICAL CENTER.....	28,195					28,195
FAIRVIEW SOUTHDALE HOSPITAL.....	10,087					10,087
FAMILY HEALTH CENTER.....					74,710	74,710
FATIMA MOHIUDDIN.....					48,825	48,825
FBH OF SAN ANTONIO.....	10,053					10,053
FL AHCA.....	15,814	31,458				47,272
FLAGLER HOSPITAL.....	30,885					30,885
FLAGLER HOSPITAL INC.....	11,297				14,602	25,899
FLORIDA CANCER SPECIALISTS PL.....	23,432					23,432
FLORIDA HOSPITAL CENTRE CARE.....					87,886	87,886
FLORIDA ORTHOPAEDIC INST SURG CTR LLC.....	10,495					10,495
FLORIDA ORTHOPAEDIC INSTITUTE.....	10,204					10,204
FLOYD MEDICAL CENTER.....	150,042	15,875				165,917
FLOYD MEMORIAL HOSPITAL.....	69,657					69,657
FMC DIALYSIS SERVICES OF ALSIP.....	10,262					10,262
FMC DIALYSIS SERVICES RAYTOWN.....	22,461					22,461
FMC FORT SANDERS.....	49,435	38,077				87,513
FMC MOKENA.....	12,205					12,205
FMC OF COLLIERVILLE.....	26,703					26,703
FMC OF LAKE BLUFF.....	25,768					25,768
FMC OF NAPERVILLE NORTH.....	13,138					13,138
FMC OF OSWEGO.....	20,976	13,532				34,507
FMC OF ROSELAND.....				10,516	14,362	24,879
FMC SOUTH RAINBOW.....			14,452			14,452
FOCUS HEALTHCARE OF TN.....	15,561					15,561
FOSTER G MCGAW HOSPITAL.....	73,882		21,108			94,990
FRANK T SLOVICK MD.....	10,552					10,552
FRANKLIN WOODS COMMUNITY HOSPITAL.....	11,264					11,264
FRAZIER REHAB INSTITUTE.....			44,631			44,631

STATEMENT AS OF MARCH 31, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
FRESENIUS MEDICAL CARE MIDWAY.....		12,792				12,792
FRESENIUS MEDICAL CARE SPRING.....				26,362		26,362
FROEDTERT MEMORIAL LUTHERAN HOSPITAL.....	122,924				21,343	144,267
FT LOUDOUN MEDICAL CENTER.....	12,715					12,715
FT SANDERS INFUSION SERVICES.....	12,372					12,372
FT SANDERS REGIONAL MEDICAL CENTER.....	130,514				14,529	145,042
FULLERTON KIMBALL MEDICAL GRP.....					110,503	110,503
GAMBRO HEA LTHCARE.....					30,987	30,987
GENERAL FACILITY SERVICES.....	23,354					23,354
GENTIVA HEALTH SERVICES.....	55,377					55,377
GEORGE BOVIS.....	14,360					14,360
GGNSC INDEPENDENCE II LLC.....	43,172					43,172
GLENNON PLACE NURSING HOME.....	11,358					11,358
GOOD SAMARITAN HOSPITAL.....	748,810		14,289	85,006		848,105
GOOD SAMARITAN HOSPITAL.....	40,516					40,516
GOTTLIEB MEMORIAL HOSPITAL.....	49,528					49,528
GREENVILLE HOSPITAL SYSTEM.....	115,244	17,803				133,048
GREENWOOD AVENUE DIALYSIS CTR.....	15,763					15,763
GREER MEMORIAL HOSPITAL.....	33,339					33,339
GULF TO BA Y ANESTHESIOLOGY.....	12,965					12,965
HARDIN MEMORIAL HOSPITAL.....				11,039		11,039
HARESH B SAWLANI.....					44,100	44,100
HEALTHSOUTH REHAB HOSPITAL.....	31,581					31,581
HEALTHSOUTH REHAB INSTITUTE.....	11,329					11,329
HEALTHSOUTH REHABILITATION HOSPITAL.....	11,375				11,952	23,327
HEALTHSOUTH RIDGELAKE HOSPITAL.....	72,772					72,772
HEART OF AMERICA SURGERY CTR.....					16,410	16,410
HEART OF FLORIDA REGIONAL MEDICAL CTR.....	35,485					35,485
HEARTLAND SPINE & SPECIALITY.....	12,142					12,142
HELEN ELLIS MEMORIAL HOSPITAL.....	29,681					29,681
HENDRICKS REGIONAL HEALTH.....	21,181					21,181
HENRICO DOCTORS HOSPITAL FOREST.....	12,829					12,829
HERITAGE PARK SURGICAL HOSPITAL.....	11,126					11,126
HERME O SYLORA.....					52,228	52,228
HIGH FIELD AND OPEN MRI.....	10,427					10,427
HILLHAVEN.....				126,907	58,305	185,212
HINES IL VAMC.....	30,207					30,207
HISHAM S BASSIOUNY MD.....	23,033					23,033
HLG ANES ASSOCIATES LLC.....					30,138	30,138
HOAG MEMORIAL HOSPITAL PRESBYTERIAN.....	17,744					17,744
HOLMES REGIONAL MEDICAL CENTER INC.....	13,253					13,253
HOLMESDALE HEALTHCARE.....	18,426	11,942				30,368
HOLSTON VALLEY MEDICAL CENTER.....	34,397		16,024			50,421
HOLY CROSS HOSPITAL.....	37,126				24,410	61,536
HOLY FAMILY MEDICAL CENTER.....	32,803					32,803
HOSPITAL OF UNIVERSITY OF PENN.....	322,573					322,573
HUGHSTON ORTHOPEDIC HOSPITAL.....	18,415					18,415
HUNTSVILLE HOSPITAL.....	15,342					15,342
IHC EVANSTON REGIONAL HOSPITAL.....	11,156					11,156
IHC EVANSTON REGIONAL.....					41,770	41,770
ILLINOIS MASONIC MEDICAL CTR.....					20,449	20,449
IMELDIA SIA MD SC.....					45,045	45,045
IN HOME HEALTH INC.....	11,995					11,995
INDIAN CREEK HEALTH CARE CTR.....	20,037					20,037
INDIAN MEADOWS HEALTHCARE CENTER.....	17,470					17,470

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CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
INDIAN PATH MEDICAL CENTER.....	23,042					23,042
INDIANA HEART HOSPITAL.....	31,174					31,174
INDIANA MEDICAID.....		15,800				15,800
INGALLS MEMORIAL HOSPITAL.....	20,830					20,830
INPATIENT CONSULTANTS OF KANSAS.....	35,864					35,864
INSIGHT OPEN MRI OF INDIANAPOLIS.....	10,701					10,701
JACKSON MEMORIAL HOSPITAL.....					73,296	73,296
JACKSON PARK HOSPITAL.....	32,516					32,516
JACKSON PURCHASE MEDICAL CTR.....	75,482					75,482
JEFFERSON MILEY.....					10,404	10,404
JERRY KLINE.....	26,193					26,193
JESSE BROWN VAMC.....	50,824					50,824
JEWISH HOSPITAL INC.....	250,626	12,642			10,899	274,167
JEWISH HOSPITAL LLC.....	153,889					153,889
JEWISH HOSPITAL SHELBYVILLE.....	18,030					18,030
JEWISH HOSPITAL/ST MARYS HEALTH.....	48,166					48,166
JFK MEDICAL CENTER.....					22,228	22,228
JH STROGER HOSPITAL OF COOK.....	37,896					37,896
JOHANNA CHOOKASZIAN.....					18,582	18,582
JOHN ATWATER.....		13,017				13,017
JOHN C LINCOLN DEER VALLEY.....		33,906				33,906
JOHN C LINCOLN HOSP N MOUNTAIN.....	37,212		15,484			52,696
JOHN C LINCOLN HOSPITAL NORTH MOUNTAIN.....	16,465					16,465
JOHN C LINCON NORTH MOUNTAIN.....	18,838					18,838
JOHN KNOX VILLAGE.....	15,248					15,248
JOHN MATHEWSON.....	13,731					13,731
JOHN SMITH.....	26,118					26,118
JOHNS HOPKINS HOSPITAL.....					15,615	15,615
JOHNSON CITY MEDICAL CENTER.....	335,169					335,169
JONATHAN POND.....	17,599					17,599
JONATHAN S CITOW MD.....	22,383					22,383
JOSE JOY.....	14,884					14,884
JUAN TELLEZ MD.....					92,611	92,611
KANSAS CITY ORTHOPAEDIC INSTITUTE.....	29,624					29,624
KEITH KATTNER.....				11,116		11,116
KENDALL REGIONAL MEDICAL CENTER.....	41,670					41,670
KENTUCKY KDMS.....	34,273					34,273
KETTERING MEMORIAL HOSPITAL.....	28,307					28,307
KIERNAN EXTENDED CARE.....					17,600	17,600
KINDRED HOSPITAL DENVER.....	62,533					62,533
KINDRED HOSPITAL KANSAS CITY.....	136,838					136,838
KINDRED HOSPITAL LOUISVILLE.....	23,198					23,198
KINDRED TRANSITIONAL CARE AND.....	10,604					10,604
KINGMAN REGIONAL MEDICAL CTR.....					20,840	20,840
KOSAIR CHILDRENS HOSPITAL.....	64,134	29,561				93,695
KY DEPT FOR MEDICAID SERVICE.....	75,174	315,926	42,928			434,028
L E COX MEDICAL CENTERS.....	32,170					32,170
LABCORP OF AMERICA HOLDINGS.....	27,259					27,259
LAGRANGE MEMORIAL HOSPITAL.....	48,253	11,073				59,326
LAKE CUMBERLAND REGIONAL HOSPITAL.....	42,368					42,368
LAKE OF THE OZARKS GEN HOSPITAL.....	11,204					11,204
LAKESHORE HOSPITAL.....	10,660					10,660
LAKEVIEW VILLAGE HEALTH CENTER.....	55,962					55,962
LAKEWOOD RANCH MEDICAL CENTER.....	35,486					35,486
LAREDO LASER SURGERY LTD.....		18,585				18,585
LARGO MEDICAL CENTER.....	22,550					22,550

STATEMENT AS OF MARCH 31, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
LAS PALMAS MEDICAL CENTER.....	26,433					26,433
LAUGHLIN MEMORIAL HOSPITAL INC.....	60,962					60,962
LAWNWOOD REGIONAL MEDICAL CENTER.....	18,921					18,921
LECONTE MEDICAL CENTER.....	12,673				13,222	25,895
LEE MEMORIAL HOSPITAL.....	10,126					10,126
LEE REGIONAL MEDICAL CENTER.....	10,805					10,805
LEES SUMMIT MEDICAL CENTER.....	43,923					43,923
LEES SUMMIT MEDICAL CENTER SUM.....		12,460				12,460
LEONARD J CERULLO MD.....					72,245	72,245
LIBERTY DIALYSIS LLC.....	57,665					57,665
LIBERTY HOSPITAL.....	53,267					53,267
LIBERTY TERRACE HEALTH CARE.....	18,311					18,311
LINCARE INC.....	19,211					19,211
LINCOLN PARK PHYSICAL THERAPY.....					72,703	72,703
LINDNER CENTER OF HOPE.....	58,230	17,374				75,604
LITTLE CO OF MARY HOSPITAL.....	352,736				16,636	369,372
LITTLE COMPANY OF MARY HOSPITAL.....	14,849					14,849
LITTLETON ADVENTIST HOSPITAL.....	81,397					81,397
LOMA LINDA UNIV MED CENTER.....		29,362				29,362
LOUISIANA DHH.....		19,845				19,845
LOVELACE HOSP DOWNTOWN.....	35,432					35,432
LOWELL BARROW MD.....					19,516	19,516
LUTHERAN GENERAL HOSPITAL INC.....					18,459	18,459
M RAMEZ SALEM MD & ASSOCIATES.....					30,690	30,690
MACNEAL HEALTH PROVIDERS.....					10,009	10,009
MACNEAL HOSPITAL.....	534,254	124,351	24,959			683,563
MANAGEMENT AND NETWORK SERVICE.....	27,136					27,136
MANOR CARE OF ELK GROVE VILLAGE.....	22,245	18,875				41,120
MANOR CARE OF HINSDALE IL LLC.....	71,649					71,649
MANOR CARE OF OAK LAWN EAST.....	28,795					28,795
MANOR CARE OF OAK LAWN WEST LL.....	24,513					24,513
MANOR CARE OF PALOS HEIGHTS.....	26,560					26,560
MANOR CARE OF WESTMONT IL LLC.....	49,749					49,749
MANORCARE HEALTH SERVICES LLC.....	41,255					41,255
MANORCARE HEALTH SERVICES NORTH OLMSTED.....			14,374			14,374
MANORCARE OF NAPERVILLE IL LLC.....	21,507					21,507
MANUEL F ROSADO MD.....	10,765					10,765
MARGARET R NETTLETON MD.....					62,591	62,591
MARIANJOY REHABILITATION HOSPITAL.....	24,715					24,715
MARICOPA HEALTH SYSTEM.....	10,134		29,190			39,324
MARK DUBIN MD LLC.....					95,762	95,762
MARK GIACOMIN.....					1,081,721	1,081,721
MARK KABINS.....		10,650				10,650
MAYO CLINIC ARIZONA.....	22,025					22,025
MAYO ROCHESTER METHODIST HOSPITAL.....					28,196	28,196
MAYO ST MARYS HOSPITAL.....	69,202					69,202
MCCULLOUGH HYDE MEMORIAL HOSPITAL.....	15,501				17,254	32,754
MD ANDERSON CANCER CENTER.....	24,391			14,742	20,489	59,621
MEA ELK GROVE LLC.....					752,228	752,228
MEADOWS EAST DIALYSIS.....	11,609					11,609
MEASE DUNEDIN HOSPITAL.....	11,790					11,790
MECHANICSVILLE DIALYSIS.....	10,919					10,919
MEDICAL AMBULATORY CARE.....				15,545		15,545
MEDICAL DISTRICT SURGERY CTR.....	10,711					10,711
MEDICAL UNIVERSITY HOSPITAL AUTHORITY.....					22,976	22,976
MELISSA DILLMON.....	18,731					18,731

STATEMENT AS OF MARCH 31, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

1 Account	Aging Analysis of Unpaid Claims					
	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
MEMORIAL HEALTH CARE SYSTEM.....	22,803					22,803
MEMORIAL HEALTH SYSTEM.....	173,039	63,684	29,314			266,037
MEMORIAL HOSPITAL OF SOUTH BEND.....	17,010					17,010
MEMORIAL HOSPITAL OF TAMPA.....	21,301					21,301
MEMORIAL HOSPITAL WEST.....	33,207		23,208			56,415
MEMORIAL REGIONAL HOSPITAL.....		11,205				11,205
MENORAH MEDICAL CENTER.....	146,855	34,212			14,572	195,639
MERCY GILBERT MEDICAL CENTER.....	150,682					150,682
MERCY HOSPITAL & MEDICAL CTR.....	108,676	31,052				139,728
MERCY HOSPITAL ANDERSON.....	115,398					115,398
MERCY HOSPITAL FAIRFIELD.....	90,140					90,140
MERCY HOSPITAL WESTERN HILLS.....	10,651					10,651
MERCY MEDICAL CENTER.....	561,961		11,521			573,482
MERCY MEDICAL CENTER BEHAVIORAL HEALTH.....	111,655					111,655
MERCY ST VINCENT NW REGION.....					18,651	18,651
MERITER HOSPITAL INC.....	14,847					14,847
METHODIST HOSPITAL.....	38,248	39,476				77,724
METHODIST HOSPITALS.....	20,393					20,393
METHODIST HOSPITALS OF DALLAS.....	11,524					11,524
METHODIST MEDICAL CENTER.....	58,512					58,512
METHODIST MEDICAL CENTER OF ILLINOIS.....	11,090					11,090
METHODIST SPECIALTY TRANSPLANT HOSPITAL.....			28,919			28,919
METROSOUTH MEDICAL CENTER.....	72,230	33,861	15,602	17,412		139,105
MIAMI VALLEY HOSPITAL.....	42,179					42,179
MICHAEL CASNELLIE.....				14,399		14,399
MICHAEL CROSS.....	13,891	10,748				24,639
MICHAEL DIDINSKY.....	12,244					12,244
MICHAEL FROMKE.....				12,538		12,538
MICHAEL GUNSON.....	12,402					12,402
MICHAEL REESE HOSP & MED CTR.....					25,837	25,837
MICHAEL Y CHANG MD.....	16,191	11,309				27,500
MID AMERICA REHAB HOSPITAL.....	38,386					38,386
MIDWEST NEUROSURGERY.....	11,226					11,226
MIDWEST ORTHOPEDIC SPECIALTY.....	13,225					13,225
MILLENIUM LABORATORIES OF CA.....	16,338					16,338
MINIMED DISTRIBUTION CORP.....	18,577					18,577
MISSISSIPPI BAPTIST MED CTR.....			20,024			20,024
MISSOURI DEPARTMENT OF SOCIAL.....	13,911					13,911
MOBILE INFIRMARY MEDICAL CENTER.....	227,143					227,143
MOBILE INFIRMARY MEDICAL CNTR.....		21,189				21,189
MOBILE MED CARE.....	31,051	16,564	20,499			68,114
MONTANA ACADEMY.....			19,213			19,213
MORTON PLANT HOSPITAL.....	38,050	11,383				49,433
MOTHER FRANCES HOSPITAL.....	27,828					27,828
MOUNT SINAI HOSPITAL.....	114,492	20,325				134,817
MOUNTAIN STATES HEALTH ALLIANCE.....	40,420					40,420
MOUNTAIN VIEW HOSPITAL.....	1,228,592	892,422	162,259	516,592	329,987	3,129,851
MOUNTAIN VISTA MEDICAL CENTER.....	78,895					78,895
MUNSTER MEDICAL RESEARCH FOUNDATION.....	10,998					10,998
MURRAY CALLOWAY COUNTY HOSPITAL.....	32,943					32,943
MYRIAD GENETICS LABORATORIES.....	16,714					16,714
NAPERVILLE PSYCH VENTURE.....	18,033					18,033
NEBRASKA METHODIST HOSPITAL.....	72,954					72,954
NEOMEDICA HAZEL CREST.....	13,518	15,415				28,933
NEOMEDICA EAST BELMONT DIALYSIS.....	16,645					16,645
NEOMEDICA EVERGREEN PARK.....	43,447	18,708	14,181			76,336

STATEMENT AS OF MARCH 31, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
NEOMEDICA HOFFMAN ESTATES.....	11,147					11,147
NEOMEDICA SOUTH CHICAGO.....	15,256					15,256
NEVADA ANESTHESIA CONSULTANTS.....	18,254					18,254
NNA SARASOTA.....	16,396					16,396
NORTH AVENUE DIALYSIS CENTER.....	27,360					27,360
NORTH FULTON HOSPITAL.....	20,005					20,005
NORTH KANSAS CITY HOSPITAL.....	235,854	87,218	14,599			337,671
NORTH SUBURBAN MEDICAL CENTER.....	88,714					88,714
NORTH VISTA HOSPITAL.....	481,017	42,787	90,426	181,760	148,667	944,657
NORTHEAST GEORGIA MEDICAL CENTER INC.....	26,854					26,854
NORTHEAST METHODIST HOSPITAL.....	18,890					18,890
NORTHERN COLORADO LONG TERM.....			18,617			18,617
NORTHSHORE UNIVERSITY HEALTH.....	53,626					53,626
NORTHSIDE CHEROKEE HOSPITAL INC.....	48,627					48,627
NORTHSIDE FORSYTH.....	11,037					11,037
NORTHSIDE HOSPITAL.....	74,292				31,929	106,221
NORTHWEST COMMUNITY HOSPITAL.....	115,119	25,862				140,980
NORTHWEST MEDICAL CENTER.....	39,590	12,510				52,099
NORTHWESTERN MEDICAL FACULTY.....			10,389			10,389
NORTHWESTERN MEMORIAL HOSPITAL.....	233,423			15,952	15,721	265,096
NORTON AUDUBON HOSPITAL.....	108,171	18,119				126,290
NORTON BROWNSBORO HOSPITAL.....	52,715	36,586				89,302
NORTON COMMUNITY HOSPITAL.....	35,751					35,751
NORTON HOSPITAL INC.....	43,376					43,376
NORTON HOSPITALS INC.....	274,814	26,555				301,369
NORTON SUBURBAN HOSPITAL.....	174,858	33,858				208,716
NW MEDICAL CENTER BENTONVILLE.....	158,443					158,443
OAK PARK HOSPITAL.....	37,975	11,718	10,008			59,701
OAK PARK MEDICAL PRACTICES.....					148,839	148,839
OAKBROOK HEALTH CARE CENTER.....	16,668					16,668
OAKLAWN RADIOLOGY IMAGING.....					43,155	43,155
OCHSNER FOUNDATION HOSPITAL.....	272,931					272,931
ODJFS.....		36,806				36,806
OHIO PIKE DIALYSIS.....	17,480					17,480
OHIO STATE UNIV HOSPITALS.....	17,095					17,095
OLATHE MEDICAL CENTER INC.....	80,151					80,151
OMEED M MEMAR MD.....	10,707					10,707
ORO VALLEY HOSPITAL.....	34,075	21,556				55,631
OSBORN HEALTH & REHABILITATION.....	12,025					12,025
OSF HOME INFUSION PHARMACY.....	13,811					13,811
OSF SAINT FRANCIS MEDICAL CENTER.....	158,161					158,161
OSF ST JAMES HOSPITAL.....	24,666					24,666
OUR LADY OF PEACE.....	12,020					12,020
OUR LADY OF THE RESURRECTION.....	41,459	10,463				51,923
OVERLAND PARK REGIONAL MEDICAL.....	285,996	23,653				309,650
OWENSBORO MEDICAL HEALTH.....	61,928	10,409				72,337
PALMS OF PASADENA HOSPITAL.....		11,851				11,851
PALO VERDE MENTAL HEALTH.....	15,520					15,520
PALOS COMMUNITY HOSPITAL.....	63,015					63,015
PARADISE VALLEY HOSPITAL.....	44,859					44,859
PARK NICOLLET METHODIST HOSPITAL.....	10,944					10,944
PARKWEST MEDICAL CENTER.....	78,692				22,604	101,297
PASSPORT HEALTH PLAN.....	25,538	111,160				136,698
PATEWOOD MEMORIAL HOSPITAL.....	15,583					15,583

STATEMENT AS OF MARCH 31, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
PATHOLOGY PARTNER.....					105,526	105,526
PATRICK KIRK.....	12,295					12,295
PENROSE HOSPITAL.....	39,157	12,156				51,313
PENROSE ST FRANCIS.....	39,451				24,049	63,500
PETER CHA.....	27,344					27,344
PETER VOLK MD.....	25,421	12,143				37,564
PHELPS MEMORIAL HOSPITAL.....	32,519					32,519
PHILIP LEWING.....					11,191	11,191
PHOENIX BAPTIST HOSPITAL.....		20,609				20,609
PHOENIX CHILDRENS HOSPITAL.....	98,019					98,019
PHYSICIANS REG PINE RIDGE MED.....	104,630					104,630
PIEDMONT HOSPITAL.....	28,054					28,054
PIKEVILLE MEDICAL CENTER INC.....	27,905					27,905
PORTER ADVENTIST HOSPITAL.....	22,321					22,321
PORTER ADVENTIST REHAB.....	25,789					25,789
PREMIER PAIN SPECIALISTS LLC.....					79,696	79,696
PRESBYTERIAN HOSPITAL.....	22,587					22,587
PRESBYTERIAN ST LUKES MEDICAL.....		91,411				91,411
PROCTOR HOSPITAL.....	31,292	19,721				51,013
PROVENA COVENANT MEDICAL CENTER.....		20,255				20,255
PROVENA MERCY MEDICAL CENTER.....	122,459	80,462			281,705	484,625
PROVENA ST JOSEPH HOSPITAL.....	116,160	18,912				135,072
PROVENA ST JOSEPH MEDICAL CTN.....	55,672		13,774			69,446
PROVENA ST MARYS HOSPITAL.....	17,094				303,848	320,941
PROVIDENCE ALASKA MEDICAL CENTER.....	19,473		19,473			38,946
PROVIDENCE HOSPITAL.....	64,495					64,495
PROVIDENCE MEDICAL CENTER.....	332,351	93,306	85,014			510,671
PRS LLC.....	29,733					29,733
QUEST DIAGNOSTICS.....	42,615					42,615
RADIATION ONCOLOGY LTD.....					42,210	42,210
RADIOLOGICAL CONS OF WOODSTOCK.....					274,683	274,683
RADIOLOGICAL PHYSICIANS.....					73,365	73,365
RAI RAINBOW BLVD WESTWOOD.....	97,905					97,905
RCG CHANDLER.....		24,346				24,346
RCG HDM.....	23,713					23,713
RCG MERRIONETTE PARK.....	55,710					55,710
RCGCI DECATUR HOME.....	27,248					27,248
RCGCI PEKIN.....	28,764					28,764
RCGCI PEORIA DOWNTOWN.....	13,610					13,610
RCGCI PEORIA NORTH.....	43,757					43,757
RCGCI PONTIAC.....	12,472					12,472
REDMOND REGIONAL MEDICAL CENTER.....	99,245					99,245
REFAT M BARIDI MD.....	10,505					10,505
REGENCY HOSP NW ARKANSAS.....	43,281					43,281
REHAB INSTITUTE OF CHICAGO.....	14,680					14,680
RENAL CARE GROUP LAS VEGAS.....				17,427		17,427
RESEARCH BELTON HOSPITAL.....	16,447					16,447
RESEARCH MEDICAL CENTER.....	204,403			55,411		259,815
RESEARCH PSYCHIATRIC CENTER.....	126,851					126,851
RESURRECTION HOMECARE PHA.....		12,374				12,374
RESURRECTION HOSPITAL.....					90,721	90,721
RESURRECTION MEDICAL CENTER.....	55,865	26,921	10,636			93,423
RICHARD BEATY DO.....					36,225	36,225
RICHARD E STEPHENSON.....					31,784	31,784
RICHARD MATHER.....	11,351					11,351
RML HEALTH PROVIDERS LP.....	51,968					51,968

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
ROBERT BOHINSKI.....	10,800					10,800
ROCKFORD MEMORIAL HOSPITAL.....	77,296					77,296
ROCKTON COMMUNITY HEALTH CTR.....					124,958	124,958
ROGER SUNG.....				14,241		14,241
ROGERS MEMORIAL HOSPITAL.....	16,267					16,267
ROKEYA BEGUM AKHTAR M D.....					773,648	773,648
ROLAND M TIO MD.....	20,979					20,979
ROSE DELIMA HOSPITAL.....			36,016	110,862	935,947	1,082,825
ROSE MEDICAL CENTER.....	19,683					19,683
ROSELAND COMMUNITY HOSP ASSN.....	13,247					13,247
ROSEMARY S CARROLL MD.....	11,884					11,884
ROUND ROCK MEDICAL CENTER.....	15,066					15,066
ROYA FAMILY MEDICAL CENTER.....					275,628	275,628
RTC BATESVILLE.....	14,047					14,047
SABINO CANYON REHAB & CARE CTR.....	10,117					10,117
SAINT ALPHONSUS REGIONAL MEDICAL.....	16,680					16,680
SAINT ANTHONY MEDICAL CENTER.....	83,392	13,139			11,842	108,373
SAINT JOSEPH HEALTH SYSTEM.....	66,635					66,635
SAINT JOSEPH LONDON.....	19,855					19,855
SAINTS MARY & ELIZABETH MEDICAL.....	80,907	11,497				92,404
SAINTS MARY AND ELIZABETH HOSPITAL.....	72,657					72,657
SAMER HASAN.....	12,053					12,053
SAMUEL M YUNEZ MD.....					51,031	51,031
SAN ANTONIO COMMUNITY HOSPITAL.....	21,888					21,888
SARASOTA MEMORIAL HOSPITAL.....	94,148					94,148
SHECK & S IRESS INC.....	12,447					12,447
SCHWAB REHAB CENTER.....	28,154					28,154
SCOTTSDALE HEALTHCARE OSBORN.....	56,485					56,485
SCOTTSDALE HEALTHCARE SHEA.....	104,424		18,870			123,294
SCOTTSDALE HEALTHCARE THOMPSON.....	44,023					44,023
SCTTSDLE HLTH OSBORN.....	155,349	12,121	10,419			177,889
SELECT SPECIALTY HOSPITAL CINCINNATI.....	20,201					20,201
SELECT SPECIALTY HOSPITAL-TRI CITIES.....	70,495					70,495
SETON MEDICAL CENTER AUSTIN.....	68,215					68,215
SEVEN HILLS BEHAVIORAL.....	18,081					18,081
SHAWNEE GARDENS HEALTHCARE AND.....	26,889					26,889
SHAWNEE MISSION MEDICAL CTR.....	110,062		30,700			140,762
SHERIDAN HEALTHCARE OF NE.....	19,169					19,169
SHERMAN HOSPITAL.....	47,700					47,700
SIERRA VISTA REGIONAL HEALTH.....	29,113	12,702				41,815
SILVER CROSS HOSPITAL.....	38,130					38,130
SILVERTON HOME TRAINING DIALYSIS CENTER.....	13,114					13,114
SIRONA INFUSION LLC.....					16,292	16,292
SMYTH COUNTY COMMUNITY HOSPITAL.....	13,950					13,950
SMYTH COUNTY COMMUNITY HOSPITAL.....	10,617					10,617
SOUTH JERSEY HOSPITAL NEWCOMB.....					18,169	18,169
SOUTH MIAMI HOSPITAL INC.....	75,373					75,373
SOUTH SHORE HOSPITAL.....	20,274					20,274
SOUTH SUBURBAN KIDNEY GROUP.....	112,008					112,008
SOUTHERN HILLS HOSPITAL.....	382,966	480,605	171,609	282,965	275,989	1,594,134
SOUTHWEST GENERAL HOSPITAL.....	10,934					10,934
SOUTHWEST IDAHO ADVANCED CARE.....	24,242					24,242
SPARTANBURG REGIONAL MED CTR.....	22,858					22,858
SPRING VALLEY HOSPITAL MEDICAL.....	1,152,952	760,869	121,218	296,212	1,145,565	3,476,816
SPRING VIEW HOSPITAL.....	11,389					11,389
SPRINGFIELD REGIONAL MEDICAL CENTER.....	12,584					12,584

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Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
SSH FT SMITH.....	43,429					43,429
ST ALEXIUS MEDICAL CENTER.....	81,459	98,959		13,837		194,255
ST ANTHONY CENTRAL HOSPITAL.....	33,112					33,112
ST ANTHONY EMERGENCY SVCS.....					184,277	184,277
ST ANTHONY MEDICAL CENTER.....	19,481					19,481
ST ANTHONY SUMMIT MEDICAL CENTER.....	29,810					29,810
ST CATHERINE HOSPITAL.....		12,189				12,189
ST CLARES HOSPITAL.....	11,329					11,329
ST ED MERCY MED CTR REHAB UNIT.....	17,051					17,051
ST EDWARD MERCY MEDICAL CNTR.....	252,208	16,166				268,374
ST ELIZABETH HEALTHCARE.....	525,564	25,263		14,682		565,509
ST FRANCIS EASTSIDE.....	23,535					23,535
ST FRANCIS HOSP OF EVANSTON.....	94,432				11,024	105,455
ST FRANCIS HOSPITAL.....	22,639					22,639
ST FRANCIS MEDICAL CENTER.....	25,692					25,692
ST JAMES HOSPITAL MEDICAL CTR.....	124,591	19,576				144,166
ST JAMES OLYMPIA FIELDS.....	41,475					41,475
ST JOHNS MERCY MEDICAL CENTER.....	47,479					47,479
ST JOHNS REGIONAL HEALTH CNTR.....	91,566	24,497				116,063
ST JOSEPH EAST HOSPITAL.....	46,320		41,423			87,743
ST JOSEPH HOSPITAL.....	103,054					103,054
ST JOSEPH HOSPITAL OF ORANGE.....					39,290	39,290
ST JOSEPH MEDICAL CENTER.....	153,443				36,062	189,505
ST JOSEPHS HOSP AND MED CTR.....	258,620					258,620
ST JOSEPHS HOSPITAL.....	45,846			10,876		56,722
ST JOSEPHS HOSPITAL MEDICAL CENTER.....	11,876	55,263				67,139
ST JOSEPHS HOSPITAL NORTH.....	17,761					17,761
ST JOSEPHS HOSPITAL OF ATLANTA INC.....	77,897				47,398	125,295
ST JOSEPHS WOMENS HOSPITAL.....	19,791					19,791
ST LUKES EAST HOSPITAL.....	50,723					50,723
ST LUKES HOSPITAL.....					311,771	311,771
ST LUKES HOSPITAL OF KANSAS.....	63,087					63,087
ST LUKES NORTHLAND HOSPITAL.....				62,574		62,574
ST LUKES REGIONAL MEDICAL CENTER.....	62,317	16,774				79,091
ST MARYS HOSPITAL.....	127,975	22,219				150,194
ST MARYS HOSPITAL MEDICAL CENTER.....	12,308					12,308
ST MARYS JEFFERSON MEMORIAL HOSPITAL.....	10,054					10,054
ST MARYS MEDICAL CENTER.....	170,927	24,032	15,011			209,970
ST MARYS OZAUKEE.....	38,096					38,096
ST PETERSBURG GENERAL HOSPITAL.....	56,043					56,043
ST ROSE DOMINICAN HOSPITAL.....	3,329,463	1,656,821	697,392	139,187	254,024	6,076,888
ST ROSE DOMINICAN SIENA HOSPITAL.....				1,434,416	1,340,206	2,774,622
ST VINCENT HEALTH SYSTEM.....	23,331					23,331
ST VINCENT HOSPITAL.....	76,640					76,640
STANFORD MEDICAL CENTER.....					11,187	11,187
STANLEY KUREK JR.....	13,962					13,962
SUMMERLIN HOSPITAL MED CTR LLC.....			45,379	868,622	1,498,699	2,412,700
SUMMERLIN HOSPITAL MEDICAL CENTER.....	1,334,400	1,047,627	212,923			2,594,950
SUMMERLIN HOSPITAL MEDICAL CENTER.....	14,059					14,059
SUMMIT ANESTHESIA CONSULTANTS.....	10,112					10,112
SUMMIT MEDICAL CENTER.....	85,900					85,900
SUMMIT SURGICAL CENTER.....	11,833					11,833
SUNRISE DIAGNOSTIC CENTER.....			14,979			14,979
SUNRISE HOSPITAL AND MEDICAL.....	1,275,431	928,541	931,963	382,441	1,122,170	4,640,547
SUNRISE HOSPITAL AND MEDICAL.....	398,284					398,284
SUPERIOR A IR GROUND AMB SERV.....	51,004					51,004

STATEMENT AS OF MARCH 31, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
SUREVISION EYE CENTERS LLC.....					78,121	78,121
SURGICENTER OF JOHNSON COUNTY.....	20,508					20,508
SUTTER COAST HOSPITAL.....					20,068	20,068
SWEDISH AMERICAN HOSPITAL ASSOCIATION.....	31,197					31,197
SWEDISH COVENANT HOSPITAL.....	194,775		329,493		348,026	872,294
SWEDISH EMERGENCY ASSOC PC.....					102,376	102,376
SWEDISH MEDICAL CENTER.....			86,735			86,735
T H C LAS VEGAS.....			11,394	225,191	207,978	444,563
TAMPA GENERAL HOSPITAL.....	70,938	11,020				81,958
TAYLOR REGIONAL HOSPITAL.....	14,234					14,234
TENNESSEE VALLEY DIALYSIS CTR.....	18,324					18,324
TERRY S LEE MD.....					13,210	13,210
TEXAS MEDICAID AND HEALTHCARE.....		15,323				15,323
THC CHICAGO.....	23,064	19,221	35,486			77,770
THE BROOK HOSPITAL KMI.....	20,382					20,382
THE CAROLINA CENTER.....	22,208					22,208
THE CHRIST HOSPITAL SPINE.....	27,002					27,002
THE MEDICAL CENTER AT BOWLING GREEN.....	24,600					24,600
THE METHODIST HOSPITAL.....	84,854					84,854
THE MONROE CLINIC INC.....	13,625					13,625
THE NEBRASKA MEDICAL CENTER.....	92,477					92,477
THE REGENTS OF THE UNIV OF CA.....	112,141			36,740		148,881
THE REHABILITATION CENTER.....			36,593	26,695		63,288
THE REHABILITATION CENTER.....	18,260					18,260
THE SWEET LIFE AT ROSEHILL.....	12,384	43,181				55,565
THI OF KANSAS.....	131,710					131,710
THOMAS HOSPITAL.....	62,900					62,900
THOMAS LINDENFELD.....	13,949					13,949
TIAN XIA DO.....					635,362	635,362
TIMBERLAKE DIALYSIS.....	21,307					21,307
TIMPANOGOS REGIONAL HOSPITAL.....	12,076					12,076
TJ SAMSON COMMUNITY HOSPITAL.....	41,213					41,213
TORREY PINES CARE CENTER.....	279,477	95,501	98,637		23,293	496,908
TOTAL RENAL CARE INC.....	56,791					56,791
TRANS HEALTH MANAGEMENT.....	26,315					26,315
TRANSITIONAL HOSP CORP OF NV.....	548,830	198,164	337,477		26,824	1,111,295
TRIDENT REGIONAL MEDICAL CENTER.....	58,206					58,206
TRUMAN MED CENTER LAKEWOOD.....	22,948					22,948
TRUMAN MED CTR HOSP HILL.....	63,224	15,695	18,373			97,292
TUCSON MEDICAL CENTER.....	115,350					115,350
TWO RIVERS PSYCHIATRIC HOSPITAL.....		12,254				12,254
UAMS HOSPITAL.....	11,034					11,034
UCI MEDICAL CENTER.....	92,153					92,153
UHC RIVER VALLEY.....	27,657	59,499				87,156
UIC MEDICI NE.....	86,778					86,778
UK HEALTHCARE HOSPITAL.....	86,993	42,787		71,449	42,692	243,921
UMASS MEMORIAL MED CTR INC.....	11,188					11,188
UMC AT BRACKENRIDGE.....	40,960					40,960
UNABLE TO UPDATE PROVIDER.....	16,827					16,827
UNITED HOSPITAL SYSTEM INC.....	22,341					22,341
UNIV OF NC HOSPITALS.....	26,175					26,175
UNIV OF TENNESSEE MEDICAL CENTER.....	198,263	29,935				228,197
UNIVERSITY HOSPITAL.....	374,636				62,050	436,686
UNIVERSITY MEDICAL CENTER.....	1,079,032	123,665	404,456	751,501	1,306,655	3,665,308

STATEMENT AS OF MARCH 31, 2011 OF THE Humana Health Plan, Inc.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
UNIVERSITY OF CHICAGO MED CTR.....	40,856					40,856
UNIVERSITY OF COLORADO HOSPITAL.....	122,848				307,163	430,011
UNIVERSITY OF ILLINOIS CHICAGO.....	16,670					16,670
UNIVERSITY OF ILLINOIS HOSPITAL.....	12,468					12,468
UNIVERSITY OF ILLINOIS MED CTR.....	140,272	16,695				156,967
UNIVERSITY OF KANSAS HOSPITAL.....	162,898	53,393				216,291
UNIVERSITY OF LOUISVILLE HOSPITAL.....	94,286	12,041			102,475	208,802
UNIVERSITY OF MIAMI HOSPITAL.....	132,580		11,440		35,329	179,350
UNIVERSITY PHYSICIANS HOSPITAL.....	20,485					20,485
UPMC MERCY.....	46,149					46,149
UPMC PRESBYTERIAN SHADYSIDE.....	43,063					43,063
UPPER VALLEY MEDICAL CENTER.....	13,812					13,812
UROLOGICAL SERVICES LTD.....					15,129	15,129
USA MEDICAL CENTER.....		13,730				13,730
USC UNIVERSITY HOSPITAL.....	58,344					58,344
UW HOSPITAL.....	11,453					11,453
VALLEY HEALTHCARE & REHAB CTR.....				10,318		10,318
VALLEY HOSPITAL MEDICAL CENTER.....	845,738	1,010,861	599,777	479,779	1,483,637	4,419,791
VALLEY REGIONAL MEDICAL CENTER.....	32,416					32,416
VANDERBILT CHILDRENS HOSPITAL.....	396,067					396,067
VANDERBILT UNIVERSITY MEDICAL CENTER.....	75,709		22,991			98,699
VANGUARD HEALTH SYSTEM.....	15,830					15,830
VEGAS VALLEY REHABILITATION.....	22,695	32,931	10,256	79,767		145,649
VEN ABIERA ADUANA MD.....					73,711	73,711
VENICE REGIONAL MEDICAL CENTER.....	50,559					50,559
VINCENT T PENG MD.....					163,487	163,487
VISTA HILLS MEDICAL CENTER.....				57,762	19,254	77,016
VISTA MEDICAL CENTER EAST.....	49,600					49,600
WALGREENS INFUSION PHARMACY.....	13,395					13,395
WALGREENS INFUSION SERVICES.....	18,458					18,458
WASHINGTON REG MED CENTER.....	139,485	50,858	20,226			210,569
WAUKESHA MEMORIAL HOSPITAL.....	282,068					282,068
WELLCARE OF GEORGIA INC.....	10,021					10,021
WEST ALLIS MEMORIAL HOSPITAL INC.....	35,798					35,798
WEST CHESTER MEDICAL.....	62,277					62,277
WEST FLORIDA REGIONAL MEDICAL.....	79,450					79,450
WEST SUBURBAN HOSP DIALYSIS.....	28,210					28,210
WEST SUBURBAN MEDICAL CENTER.....	278,802	62,693	12,285	29,761		383,541
WEST VALLEY HOSP MED CTR.....		10,951				10,951
WEST VALLEY MEDICAL CENTER.....	15,469					15,469
WESTERN HILLS DIALYSIS.....	12,315					12,315
WESTERN MISSOURI MEDICAL CENTER.....	13,062					13,062
WESTLAKE HOSPITAL.....	27,933					27,933
WESTLAKE MEDICAL PRACTICES.....					206,957	206,957
WESTRIDGE GARDENS NURSING.....	11,567					11,567
WHEATON FRANCISCAN INC.....	99,869				15,077	114,946
WILLIAM A JOHNSON MD.....					642,449	642,449
WILLIAM APPELBAUM MD.....					52,291	52,291
WILLIAM TOBLER.....	10,055					10,055
WILLIAM VANDERGRIFT III.....				10,951		10,951
WILLIAMSON MEMORIAL HOSPITAL.....	16,358					16,358
						0
0199999 Individually listed claims unpaid.....	48,622,844	13,651,204	6,443,181	7,643,665	26,882,058	103,242,953
0299999 Aggregate accounts not individually listed-uncovered.....	0					0
0399999 Aggregate accounts not individually listed-covered.....	10,015,049	2,092,433	1,228,582	731,205	10,932,830	25,000,099
0499999 Subtotals.....	58,637,893	15,743,637	7,671,763	8,374,870	37,814,888	128,243,052

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 Days	Over 120 Days	Total
0199999 Individually listed claims unpaid.....	48,622,844	13,651,204	6,443,181	7,643,665	26,882,058	103,242,953
0299999 Aggregate accounts not individually listed-uncovered.....	0					0
0399999 Aggregate accounts not individually listed-covered	10,015,049	2,092,433	1,228,582	731,205	10,932,830	25,000,099
0499999 Subtotals	58,637,893	15,743,637	7,671,763	8,374,870	37,814,888	128,243,052
0599999 Unreported claims and other claim reserves	XXX	XXX	XXX	XXX	XXX	64,589,500
0699999 Total amounts withheld	XXX	XXX	XXX	XXX	XXX	0
0799999 Total claims unpaid	XXX	XXX	XXX	XXX	XXX	192,832,552
0899999 Accrued medical incentive pool and bonus amounts	XXX	XXX	XXX	XXX	XXX	1,441,788

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)	50,401,161	109,549,774	10,981,946	57,369,014	61,383,107	65,749,840
2. Medicare Supplement					0	0
3. Dental Only	36,553	253,846	4,966	57,780	41,519	46,764
4. Vision Only		80,949			0	0
5. Federal Employees Health Benefits Plan	8,513,595	16,202,707	1,853,873	8,391,501	10,367,468	10,040,071
6. Title XVIII - Medicare	69,854,301	196,391,702	11,475,256	102,917,986	81,329,557	83,124,111
7. Title XIX - Medicaid					0	0
8. Other health					0	0
9. Health subtotal (Lines 1 to 8).....	128,805,610	322,478,978	24,316,041	168,736,281	153,121,651	158,960,786
10. Health care receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts		73,723		1,441,788	0	1,156,141
13. Totals (Lines 9-10+11+12)	128,805,610	322,552,701	24,316,041	170,178,069	153,121,651	160,116,927

(a) Excludes \$ 0 loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of the Company are presented on the basis of accounting practices prescribed or permitted by the Kentucky Department of Insurance.

The Kentucky Department of Insurance recognizes only statutory accounting practices prescribed or permitted by the state of Kentucky for determining and reporting the financial condition and results of operations of an insurance Company, for determining its solvency under the Kentucky Insurance Law. The National Association of Insurance Commissioners’ (NAIC) Accounting Practices and Procedures manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Kentucky. The Commissioner of Insurance has the right to permit other specific practices that deviate from prescribed practices. No deviations exist.

A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the state of Kentucky is shown below:

	State of Domicile		2011		2010
Net Income					
1. Humana Health Plan, Inc. Kentucky basis	KY	\$	13,066,646	\$	30,421,797
2. State Prescribed Practices that increase/(decrease) NAIC SAP	KY		-		-
3. State Permitted Practices that increase/(decrease) NAIC SAP	KY		-		-
4. NAIC SAP	KY	\$	13,066,646	\$	30,421,797
Surplus					
5. Humana Health Plan, Inc. Kentucky basis	KY	\$	297,466,648	\$	280,881,844
6. State Prescribed Practices that increase/(decrease) NAIC SAP	KY		-		-
7. State Permitted Practices that increase/(decrease) NAIC SAP	KY		-		-
8. NAIC SAP	KY	\$	297,466,648	\$	280,881,844

B. Use of Estimates in the Preparation of the Financial Statements

The preparation of financial statements in conformity with Statutory Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities. It also requires disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. These estimates are based on knowledge of current events and anticipated future events, and accordingly, actual results could differ from those estimates.

C. Accounting Policy

Premiums are reported as earned in the period in which members are entitled to receive services, and are net of retroactive membership adjustments. Retroactive membership adjustments result from enrollment changes not yet processed, or not yet reported by an employer group or the government. Premiums received prior to such period are recorded as advance premiums.

Benefits incurred and loss adjustment expenses include claim payments, capitation payments, pharmacy costs net of rebates, allocations of certain centralized expenses, legal and administrative costs to settle claims, and various other costs incurred to provide health insurance coverage to members, as well as estimates of future payments to hospitals and others for medical care provided prior to the date of the statements of admitted assets, liabilities and surplus. Capitation payments represent monthly contractual fees disbursed to participating primary care physicians, and other providers who are responsible for providing medical care to members. Pharmacy costs represent payments for members’ prescription drug benefits, net of rebates from drug manufacturers.

In addition, the Company uses the following accounting policies:

- (1) Short-term investments include investments mainly in U.S. Government obligations with a maturity of twelve months or less from the date of purchase. Short-term investments are recorded at amortized cost. The carrying value of short-term investments approximates fair value due to the short-term maturities of the investments.
- (2)-(4) Investments are valued and classified in accordance with methods prescribed by the NAIC. Bonds with an NAIC rating of 1 or 2 are carried at amortized cost, with all other bonds being recorded at the lower of amortized cost or fair value; redeemable preferred stocks are carried at amortized cost; and non-redeemable preferred stocks are carried at fair value.

The Company regularly evaluates investment securities for impairment. The Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment’s fair value has been below carrying value, the near term prospects for recovery to carrying value, and the Company’s intent and ability to hold the investment until maturity or market recovery is realized. If and when a determination is made that a decline in fair value below the cost basis is other-than-temporary, the related investment is written down to its estimated fair value through earnings.

Amortization of bond premium or discount is computed using the scientific interest method.

Income from investments is recorded on an accrual basis. For the purpose of determining realized gains and losses, the cost of securities sold is based upon specific identification. Investment income due and accrued over 90 days past due is nonadmitted.

- (5) The Company estimates the fair value of its investments in mortgage loans on real estate using a discounted cash flow method based on rating, maturity and future income when compared to the expected yield for mortgages having similar characteristics. The rating for mortgages in good standing is based on property type, location, market conditions, occupancy, debt service coverage, loan to value, caliber of tenancy, borrower and payment record. Problem mortgages are priced to reflect their monetary value to the Company, considering such things as the degree of default, whether or not the payments are still being made, interest rate, maturity and operating performance of the underlying collateral.

NOTES TO FINANCIAL STATEMENTS

- (6) For loan backed and structured securities where the securities fair value is less than the amortized cost, the Company considers several factors to determine if the security's impairment is other-than-temporary. If the Company has the intent to sell the security or if the Company does not have the intent and ability to retain the security until recovery of its fair value, the related investment is written down to its estimated fair value through earnings. If, however, the Company has the intent and ability to retain the security until recovery of its fair value, the Company considers factors affecting the investee, factors affecting the industry the investee operates within, and general debt and equity market trends. The Company also considers the length of time an investment's fair value has been below carrying value and the near term prospects for recovery to carrying value. If the determination is made, based on these factors, that the Company does expect to recover the entire amortized cost of the security, then an other-than-temporary impairment has not occurred. If, however, the determination is made that the Company does not expect to recover the entire amortized cost of the security based on the factors noted above, the Company recognizes a realized loss in earnings for the non-interest related decline. No loss is recognized for the interest impairment.
- (7) The Company accounts for its investments in subsidiaries using the audited statutory equity method of accounting.
- (8) The Company accounts for its investments in joint ventures, partnerships and LLC's using the audited statutory equity method of accounting.
- (9) The Company participates in a securities leading program to maximize investment income. The Company loans certain investment securities for short periods of time in exchange for collateral initially equal to at least 102 percent of the fair value of the investment securities on loan. The fair value of the loaned investment securities is monitored on a daily basis, with additional collateral obtained or refunded as the fair value of the loaned investment securities fluctuates. The collateral, which may be in the form of cash or U.S. Government securities, is deposited by the borrower with an independent lending agent.
- (10)-(11) The estimates of future medical benefit payments are developed using actuarial methods and assumptions based upon claim payment patterns, medical cost inflation, historical development such as claim inventory levels and claim receipt patterns, and other relevant factors. Corresponding administrative costs to process outstanding claims are estimated and accrued. Estimates of future payments relating to services incurred in the current and prior periods are continually reviewed by management and adjusted as necessary.

The Company assesses the profitability of its contracts for providing health insurance coverage to its members when current operating results or forecasts indicate probable future losses. The Company records a premium deficiency liability in current operations to the extent that the sum of expected future medical costs, claim adjustment expenses and maintenance costs exceed related future premiums. Investment income is not contemplated in the calculation of the premium deficiency liability.

Management believes the Company's benefits payable and loss adjustment expense are adequate to cover future claims and loss adjustment expense payments required, however, such estimates are based on knowledge of current events and anticipated future events and, therefore, the actual liability could differ from the amounts provided.

- (12) Real estate held for production of income is carried at depreciated cost.

Equipment is stated at cost less accumulated depreciation. Depreciation expense is computed using the straight-line method over estimated useful lives generally ranging from three to five years. Improvements to leased facilities are depreciated over the shorter of the remaining lease term or the anticipated life of the improvement.

The Company recognizes an asset or liability for the deferred tax consequences of temporary differences between the tax bases of assets or liabilities and their reported amounts in the financial statements. The temporary differences will result in taxable or deductible amounts in future years when the reported amounts of the assets or liabilities are recovered or settled.

- (13) The Company estimates anticipated Pharmacy Rebate Receivables using the analysis of historical recovery patterns.

2. Accounting Changes and Corrections of Errors

Not Applicable.

3. Business Combinations and Goodwill

A. Statutory Purchase Method

Not Applicable.

B. Statutory Merger

Not Applicable.

C. Assumption Reinsurance

Not Applicable.

D. Impairment Loss

Not Applicable.

4. Discontinued Operations

Not Applicable.

5. Investments

A. Mortgage Loans, Including Mezzanine Real Estate Loans

- (1) The maximum and minimum lending rates for the mortgage loan in 2011 were 1.9 percent and 1.56 percent.
- (2) During 2010, the Company did not reduce interest rates of the mortgage loan.
- (3) The maximum percentage of the loan to the value of the security at any time of the loan, exclusive of insured or guaranteed or purchase-money mortgages was 100 percent.

NOTES TO FINANCIAL STATEMENTS

	Current Year	Prior Year
(4) As of year end, the Company held mortgages with interest more than 180 days past due with a recorded investment, excluding accrued interest	\$ -	\$ -
a. Total interest due on mortgages with interest more than 180 days past due	\$ -	\$ -
(5) Taxes, assessments and any amounts advanced and not included in the mortgage loan total	\$ -	\$ -
(6) Current year impaired loans with a related allowance for credit	\$ -	\$ -
a. Related allowance for credit losses	\$ -	\$ -
(7) Impaired mortgage loans without an allowance for credit losses	\$ -	\$ -
(8) Average recorded investment in impaired loans	\$ -	\$ -
(9) Interest income recognized during the period the loans were impaired	\$ -	\$ -
(10) Amount of interest income recognized on a cash basis during the period the loans were impaired	\$ -	\$ -
(11) Allowance for credit losses:		
a. Balance at beginning of period	\$ -	\$ -
b. Additions charged to operations	\$ -	\$ -
c. Direct write-downs charged against the allowances	\$ -	\$ -
d. Recoveries of amounts previously charged off	\$ -	\$ -
e. Balance at end of period	\$ -	\$ -
(12) Not Applicable.		
B. Debt Restructuring		
Not Applicable.		
C. Reverse Mortgages		
Not Applicable.		
D. Loan-Backed Securities		

Gross unrealized losses and fair value aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position were as follows at March 31, 2011:

	2011					
	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Government loan-backed securities	\$ 80,901,057	\$ (1,344,927)	\$ -	\$ -	\$ 80,901,057	\$ (1,344,927)
Other loan-backed securities	-	-	1,373,640	(4,636)	1,373,640	14,636
Total loan backed securities	\$ 80,901,057	\$ (1,344,927)	\$ 1,373,640	\$ (4,636)	\$ 82,274,697	\$ (1,349,563)

The unrealized losses at March 31, 2011 were primarily due to increases in market interest rates and tighter liquidity conditions in the current markets than when the securities were purchased. All issuers of securities trading at an unrealized loss remain current on all contractual payments and the Company believes it is probable that all amounts due according to the contractual terms of the debt securities are collectible. After taking into account these and other factors, including the severity of the decline and the Company’s ability and intent to hold these securities until recovery or maturity, the Company determined the unrealized losses on these investment securities were temporary and, as such, no impairment was required.

E. Repurchase Agreements and/or Securities Lending Transactions
(1) The Company has no repurchase agreements.
Collateral from Securities Lending Transactions: The Company loans certain investment securities for short periods of time in exchange for collateral initially equal to at least 102 percent of the fair value of the investment securities on loan. The fair value of the loaned investment securities is monitored on a daily basis, with additional collateral obtained or refunded as the fair value of the loaned investment securities fluctuates. The collateral, which may be in the form of cash or U.S. Government securities, is deposited by the borrower with an independent lending agent.
(2) The Company has not pledged any of its assets as collateral.
(3) a. The aggregate amount of contractually obligated open collateral positions (aggregate amount of securities at current fair value or cash received for which the borrower may request the return on demand) at March 31, 2010 was \$3,199,430.
The aggregate amount of contractually obligated collateral positions (cash collateral received) by term length is:
Under 30-days \$3,199,430
30-60 days _____
60-90 days _____
Greater than 90 days _____
Total securities received \$3,199,430
b. The aggregate fair value of all securities acquired from the sale, trade or use of the accepted collateral is not applicable.
c. The Company receives cash collateral in its securities lending transactions. The cash received is maintained in a money market fund.
d. All securities lending transactions are reported using the one-line reporting method since cash collateral received is received through an unaffiliated agent.

NOTES TO FINANCIAL STATEMENTS

(5) a. The aggregate amount of the reinvested cash collateral by maturity date of the invested asset is as follows:

	Amortized Cost	Fair Value
Under 30-days	\$3,199,430	\$3,199,430
30-60 days	_____	_____
60-90 days	_____	_____
90-120 days	_____	_____
120-180 days	_____	_____
< 1 year	_____	_____
1-2 years	_____	_____
2-3 years	_____	_____
> 3 years	_____	_____
Total collateral reinvested	\$3,199,430	\$3,199,430

b. To the extent the maturity dates of the liability (collateral to be returned) does not match the invested assets, the Company uses cash from operations or other invested assets to manage those mismatches.

F. Real Estate

Not Applicable.

G. Low-Income Housing Tax Credits (LIHTC)

Not Applicable.

6. Joint Ventures, Partnerships and Limited Liability Companies

- A. The Company has no investments in Joint Ventures, Partnerships or Limited Liability Companies that exceed 10.0 percent of its admitted assets.
- B. The Company did not recognize any impairment write down for its investments in Joint Ventures, Partnerships and Limited Liability Companies during the statement periods.

7. Investment Income

A. Due and accrued income was excluded from surplus on the following basis:

All investment income due and accrued with amounts that are over 90 days past due with the exception of mortgage loan default.

B. The total amount excluded was \$0.

8. Derivative Instruments

Not Applicable.

9. Income Taxes

No material change since year-end December 31, 2010.

10. Information Concerning Parent, Subsidiaries and Affiliates

- A.-F. The Company has a management contract with Humana and other related parties whereby the Company is provided with medical and executive management, information systems, claims processing, billing and enrollment, and telemarketing and other services as required by the Company. Management fees charged to operations for the years ended December 31, 2010 and 2009 were approximately \$277.3 million and \$236.2 million respectively. As a part of this agreement, Humana makes cash disbursements on behalf of the Company which includes, but is not limited to, medical related items, general and administrative expenses, commissions and payroll. Humana is reimbursed by the Company weekly, based upon historical pattern of amounts and timing. Each month, these estimates are adjusted to ultimately settle upon actual disbursements made on behalf of the Company. As a result, any residual inter-Company balances are immediately settled in the following month. The Company continues to be primarily liable for any outstanding payments made on behalf of the Company, should Humana not be able to fulfill its obligations. No dividends were paid by the Company. At December 31, 2010, the Company reported \$3.7 million amounts due from Humana Inc. Amounts due to or from parent are generally settled within 30 days.
- G. Not Applicable.
- H. Not Applicable.
- I. Not Applicable.
- J. Not Applicable.
- K. Not Applicable.
- L. Not applicable.

11. Debt

A. Capital Notes

The Company has no capital notes outstanding.

B. All other Debt

The Company has no debentures outstanding.

The Company does not have any reverse repurchase agreements.

NOTES TO FINANCIAL STATEMENTS

12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

A. Defined Benefit Plan

Not Applicable.

B. Defined Contribution Plan

Not Applicable.

C. Multiemployer Plans

Not Applicable.

D. Consolidated/Holding Company Plans

No material change since year-end December 31, 2010.

E. Post Employment Benefits and Compensated Absences

Not Applicable.

F. Impact of Medicare Modernization Act on Postretirement Benefits (INT 04-17)

Not Applicable

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

1) The company has \$1 par value common stock with 5,000,000 shares authorized and 2,248,000 shares issued and outstanding.

2) The Company has no preferred stock outstanding.

3-5) Dividends are noncumulative and are paid as determined by the Board of Directors. Dividends are subject to the approval of the Department of Insurance if such dividend distribution which, together with other dividends or distributions made within the preceding twelve months, exceeds the lesser of (a) 10 percent of the company's policyholder surplus as of December 31 of the prior year, or (b) the net income, for the twelve month period ending December 31 of the prior year. Within the limitations above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.

No dividends have been paid by the Company in 2011.

6) There were no restrictions placed on the Company's surplus, including for whom the surplus is being held.

7) Not Applicable.

8) Not Applicable.

9) Not Applicable.

10) The portion of unassigned funds (surplus) represented or reduced by cumulative unrealized gains and losses is \$179,163.

11) Not Applicable.

12) Not Applicable.

13) Not Applicable.

14. Contingencies

A. Contingent Commitments

Not Applicable.

B. Assessments

Not Applicable.

C. Gain Contingencies

Not Applicable.

D. Claims related extra contractual obligation and bad faith losses stemming from lawsuits

Not Applicable.

E. All Other Contingencies

During the ordinary course of business, the Company is subject to pending and threatened legal actions. Management of the Plan does not believe that any of these actions will have a material adverse effect on the Company's surplus, results of operations or cash flows. However, the likelihood or outcome of current or future legal proceedings cannot be accurately predicted, and they could adversely affect the Company's surplus, results of operations and cash flows.

The Company is not aware of any other material contingent liabilities as of March 31, 2011.

15. Leases

No material change since year-end December 31, 2010.

16. Information about Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentration of Credit Risk

1) The Company has no investment in Financial Instruments with Off Balance Sheet Risk.

2) The Company has no investment in Financial Instruments with Concentration Credit Risk.

NOTES TO FINANCIAL STATEMENTS

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

A. Transfers of Receivables Reported as Sales

Not Applicable.

B. Transfer and Servicing of Financial Assets

Not Applicable.

C. Wash Sales

Not Applicable.

18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

A. ASO Plans

The gain from operations from Administrative Services Only (ASO) uninsured plans and the uninsured portion of partially insured plans was as follows during 2011:

	(1)		(2)		(3)	
	ASO Uninsured Plans		Uninsured Portion of Partially Insured Plans		Total ASO	
a. Net reimbursement for administrative expenses (including administrative fees) in excess of actual expenses	\$	2,198,621	\$	-	\$	2,198,621
b. Total net other income or expenses (including interest paid to or received from plans)	\$	569,049	\$	-	\$	569,049
c. Net gain or (loss) from operations	\$	2,767,670	\$	-	\$	2,767,670
d. Total claim payment volume	\$	42,552,706	\$	-	\$	42,552,706

B. ASC Plans

Not Applicable.

C. Medicare or Other Similarly Structured Cost Based Reimbursement Contract

- a. The Company records no revenue explicitly attributable to the cost share and reinsurance components of administered Medicare products.
- b. As of March 31, 2011, the Company has recorded a receivable from CMS of \$0.7 million related to the cost share and reinsurance components of administered Medicare products. The Company does not have any additional receivables greater than 10% of the Company’s accounts receivable from uninsured Accident & Health Plans or \$10,000.
- c. The Company does not have any additional receivables from payors whose account balance is greater than 10% of the Company’s accounts receivable from uninsured Accident & Health Plans or \$10,000.
- d. The Company has made no adjustment to revenue resulting from audit of receivables related to revenues recorded in the prior period.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Not Applicable.

20. Fair Value Measurements

A. (1) The fair value of financial assets at March 31, 2011 were as follows:

2011				
	Fair Value	Quoted Prices for Identical Assets in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
Assets				
Tax-exempt municipal bonds	\$ 735,192	\$ -	\$ 735,192	\$ -
Corporate debt securities	5,637,394	-	5,637,394	-
Sec lending reinvested collateral	3,199,430	-	3,199,430	-
Total invested assets	\$ 9,572,046	\$ -	\$ 9,572,046	\$ -

(2) There were no fair value measurements using significant unobservable inputs. The Company reports transfers between fair value hierarchy levels at the end of the reporting period. There were no transfers between the fair value hierarchy levels between December 31, 2010 and March 31, 2011.

NOTES TO FINANCIAL STATEMENTS

(3) Fair value of actively traded debt securities are based on quoted market prices. Fair value of other debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates generally using a market valuation approach, or, less frequently, an income valuation approach and are generally classified as Level 2. The Company generally obtains one quoted price for each security from a third party pricing service. These prices are generally derived from recently reported trades for identical or similar securities, including adjustments through the reporting date based upon observable market information. When quoted prices are not available, the third party pricing service may use quoted market prices of comparable securities or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include benchmark yields, reported trades, credit spreads, broker quotes, default rates and prepayment speeds. The Company is responsible for the determination of fair value and as such, the Company performs analysis on the prices received from the third party pricing service to determine whether the prices are reasonable estimates of fair value. The Company's analysis includes a review of monthly price fluctuations as well as a quarterly comparison of the prices received from the pricing service to prices reported by the Company's third party investment advisor. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by the third party pricing service, there were no material adjustments to the prices obtained from the third party pricing service during the quarter ended March 31, 2011.

21. Other Items

A. Extraordinary Items

Not Applicable.

B. Troubled Debt Restructuring

Not Applicable.

C. Other Disclosures

Not Applicable.

D. Disclose the nature of any portion of the balance that is reasonably possible to be uncollectible for assets covered by SSAP No. 6, Uncollected Premium Balances, Bill Receivable for Premiums, and Amounts Due From Agents and Brokers, SSAP No. 47, Uninsured Plans, or SSAP No. 66, Retrospectively Rated Contracts.

Not Applicable.

E. Business Interruption Insurance Recoveries

Not Applicable.

F. State Transferable Tax Credits

Not Applicable.

G. Subprime Mortgage Related Risk Exposure

The Company consults with its external investment managers to assess its subprime mortgage related risk exposure. Certain characteristics are utilized to determine if a mortgage-backed security has subprime exposure. The main characteristics reviewed when determining this are the collateral and structure of the security, the loan purpose, loan documentation, occupancy, geographical location, loan size and type. Subprime mortgage borrowers typically have lower credit scores, lower loan balances and higher loan-to-values than other conforming loans. Management's practices include reviewing quantitative and qualitative credit models that analyze loan-level collateral composition, historical underwriter performance trends, the impact of macroeconomic factors, and issuer risks; as well as reviewing the estimation of security cash flows and monthly model calibrations.

(1) Direct exposure through investments in sub-prime mortgage loans.

The Company has no direct exposure through investment to sub-prime mortgage loans.

(2) Indirect exposure to sub-prime mortgage risk through investments in the following securities:

- a. Residential mortgage backed securities – No exposure noted.
- b. Collateralized debt obligations – No exposure noted.
- c. Structured Securities (including principal protected notes) – No exposure noted.
- d. Debt Securities of companies with significant sub-prime exposure – No exposure noted.
- e. Equity securities of companies with significant sub-prime exposure – No exposure noted.
- f. Other Assets – No exposure noted.

(3) Underwriting exposure to sub-prime mortgage risk through Mortgage Guaranty coverage, Financial Guaranty coverage, Directors and Officers liability coverage, or Errors and Omissions liability coverage.

Not Applicable.

(4) Classification of mortgage related securities is primarily based on information from outside data services, including rating agency actions. When considering our exposure, the Company evaluated the percentage of full documentation loans, percent of owner occupied properties, FICO scores, average margin for ARM loans, percent of loans with prepayment penalties, the existence of non-traditional underwriting standards, among other factors.

22. Events Subsequent

The Company is not aware of any events occurring subsequent to the close of the books for this statement which may have a material effect on its financial condition. Subsequent events have been considered through May 11, 2011 for the statutory statement issued on May 11, 2011.

NOTES TO FINANCIAL STATEMENTS

23. Reinsurance

A. Ceded Reinsurance Report

Section 1 – General Interrogatories

- (1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10.0 percent or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?

Yes () No (X)

If yes, give full details.

- (2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10.0 percent or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business?

Yes () No (X)

If yes, give full details.

Section 2 – Ceded Reinsurance Report – Part A

- (1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credits?

Yes () No (X)

- a. If yes, what is the estimated amount of the aggregate reduction in surplus of a unilateral cancellation by the reinsurer as of the date of this statement, for those agreements in which cancellation results in a net obligation is not presently accrued? Where necessary, the reporting entity may consider the current or anticipated experience of the business reinsured in making this estimate. \$0
- b. What is the total amount of reinsurance credits taken, whether as an asset or as a reduction of liability, for these agreements in this statement? \$0

- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies?

Yes () No (X)

If yes, give full details.

Section 3 – Ceded Reinsurance Report – Part B

- (1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of premium or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business reinsured in making this estimate. \$0

- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement?

Yes () No (X)

If yes, what is the amount of reinsurance credits, whether an asset or a reduction of liability, taken for such new agreements or amendments? \$0

B. Uncollectible Reinsurance

Not Applicable.

C. Commutation of Ceded Reinsurance

Not Applicable.

24. Retrospectively Rated Contracts and Contracts Subject to Redetermination

- A. The Company estimates accrued retrospective premium adjustments for its Medicare business through a mathematical approach using an algorithm based upon settlement procedures defined by contracts with CMS.
- B. The Company records accrued retrospective premium as an adjustment to earned premiums.
- C. The amount of net premiums written by the Company at March 31, 2011 that are subject to retrospective rating features was \$32.5 million, or 5.46 percent. No other net premiums written by the Company are subject to retrospective rating features.

25. Change in Incurred Claims and Claim Adjustment Expenses

Reserves as of December 31, 2010 were \$160.6 million. As of March 31, 2011, \$130.1 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now \$24.6 million as a result of reestimation of unpaid claims and claim adjustment expenses principally on the commercial and Medicare Advantage HMO books of business. Therefore, there has been a \$5.9 million favorable prior-year development since December 31, 2010. The decrease is generally the

NOTES TO FINANCIAL STATEMENTS

result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims. The Company has no retrospectively rated policies.

26. Intercompany Pooling Arrangements

A.-F. Not Applicable.

27. Structured Settlements

Not Applicable.

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

Quarter	Estimate Pharmacy Rebates as Reported on Financial Statements		Pharmacy Rebates as Billed or Otherwise Confirmed		Actual Rebates Received Within 90 Days of Billing		Actual Rebates Received Within 91 to 180 Days of Billing		Actual Rebates Received More than 181 Days after Billing	
3/31/2011	\$	6,319,618	\$	6,319,618	\$	-	\$	-	\$	-
12/31/2010	\$	6,145,560	\$	6,145,560	\$	6,145,560	\$	-	\$	-
9/30/2010	\$	5,910,198	\$	5,910,198	\$	5,910,198	\$	-	\$	-
6/30/2010	\$	7,414,654	\$	7,414,654	\$	7,414,654	\$	-	\$	-
3/31/2010	\$	4,991,220	\$	4,991,220	\$	4,991,220	\$	-	\$	-
12/31/2009	\$	5,322,832	\$	5,322,832	\$	5,322,832	\$	-	\$	-
9/30/2009	\$	6,375,850	\$	6,375,850	\$	6,375,850	\$	-	\$	-
6/30/2009	\$	6,514,874	\$	6,514,874	\$	6,514,874	\$	-	\$	-
3/31/2009	\$	6,602,391	\$	6,602,391	\$	6,602,391	\$	-	\$	-

B. Risk Sharing Receivables

Risk Sharing receivables include estimated recoveries on plan to plan and state to plan adjustments attributable to benefits paid for Medicare beneficiaries. These estimated recoveries from other Medicare carriers and state Medicaid plans are recorded based upon reported overpayments, adjusted for historical recovery patterns.

29. Participating Policies

Not Applicable.

30. Premium Deficiency Reserves

1.

Liability carried for premium deficiency reserves

\$6,900,000
2.

Date of the most recent evaluation of this liability

December 31, 2010
3.

Was anticipated investment income utilized in the calculation?

Yes () No (X)

31. Anticipated Salvage and Subrogation

Not Applicable.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒
- If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☒ NA ☐
- If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2008
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2008
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

12/20/2010
- 6.4

By what department or departments?

Kentucky Department of Insurance
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes ☒ No ☐ NA ☐
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes ☒ No ☐ NA ☐
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
.....
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
.....
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes [] No [X]
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$

0

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
.....
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$0
13.

Amount of real estate and mortgages held in short-term investments:

\$0
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [X] No []
- 14.2

If yes, please complete the following:

	1	2
	Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$0	\$0
14.22 Preferred Stock	\$0	\$0
14.23 Common Stock	\$27,886,723	\$28,024,959
14.24 Short-Term Investments	\$0	\$0
14.25 Mortgage Loans on Real Estate	\$0	\$0
14.26 All Other	\$0	\$0
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26).....	\$27,886,723	\$28,024,959
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$0	\$0

- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [] No []
- If no, attach a description with this statement.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E – Part 3 – Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC *Financial Condition Examiners Handbook*?

Yes [X] No []

16.1 For all agreements that comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, complete the following:

1 Name of Custodian(s)	2 Custodian Address
JP Morgan Chase.....	4 New York Plaza, 15th Floor, New York NY, 10004-2413, Attn: Charles Tuzzolino.....

16.2 For all agreements that do not comply with the requirements of the NAIC *Financial Condition Examiners Handbook*, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes [] No [X]

16.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

16.5 Identify all investment advisors, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
107105.00.....	Blackrock, Inc.....	40 East 52nd Street, New York, NY 10022....

17.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

17.2 If no, list exceptions:

.....

GENERAL INTERROGATORIES
PART 2 - HEALTH

1 Operating Percentages	
1.1 A&H loss percent.....	84.2 %
1.2 A&H cost containment percent	2.6 %
1.3 A&H expense percent excluding cost containment expenses.....	12.7 %
2.1 Do you act as a custodian for health savings accounts?.....	Yes [] No [X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.....	\$ 0
2.3 Do you act as an administrator for health savings accounts?.....	Yes [] No [X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.....	\$ 0

STATEMENT AS OF MARCH 31, 2011 OF THE Humana Health Plan, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

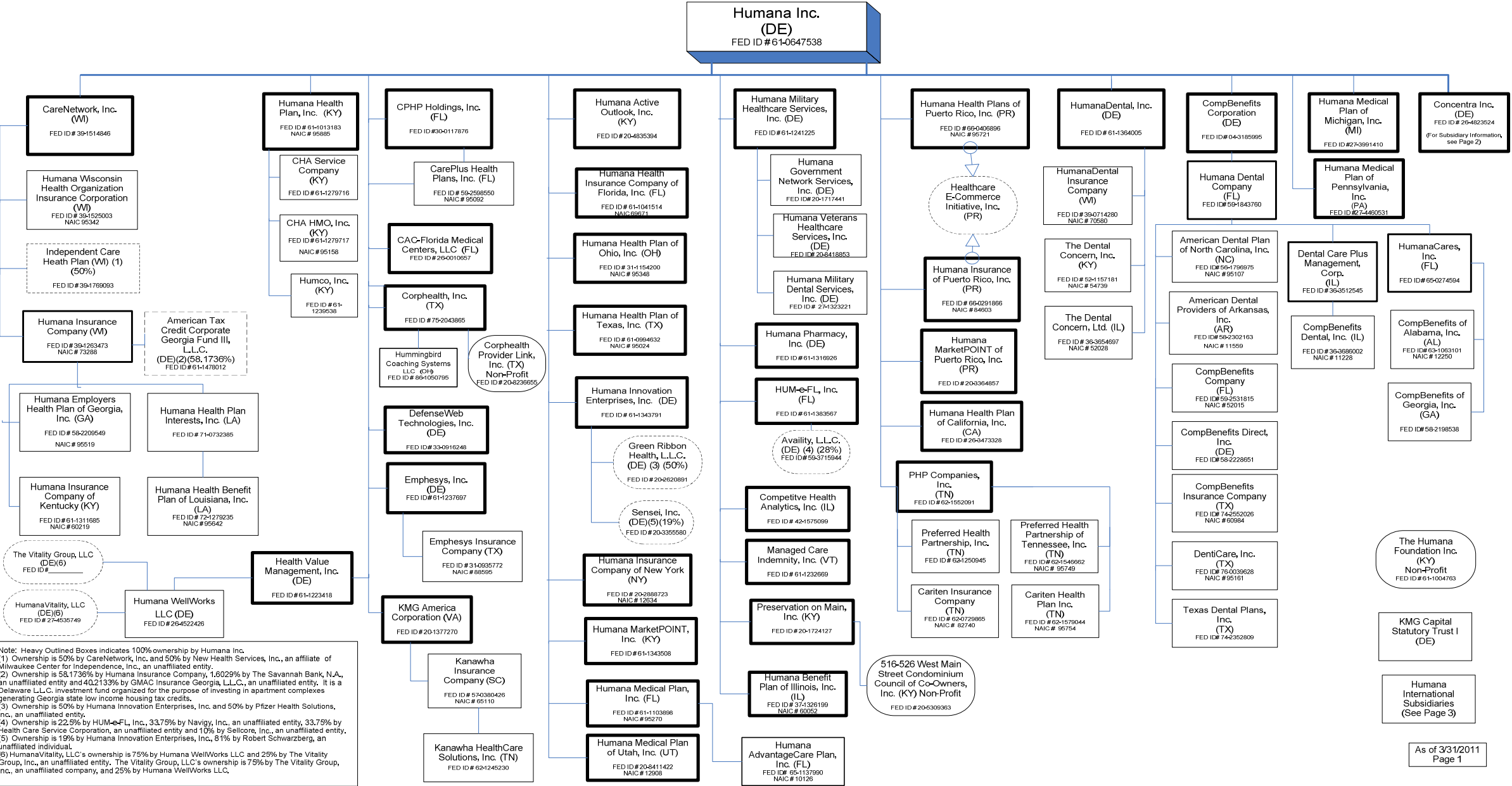
1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories									
States, Etc.	1	Direct Business Only							
		2	3	4	5	6	7	8	9
	Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL	L	9,508	9,939,686				9,949,194	
2. Alaska	AK	N						0	
3. Arizona	AZ	L	10,836,474	36,896,672	140,498			47,873,644	
4. Arkansas	AR	L	63,555	14,329,582				14,393,137	
5. California	CA	N						0	
6. Colorado	CO	L	7,691,887	8,186,460				15,878,347	
7. Connecticut	CT	N						0	
8. Delaware	DE	N						0	
9. Dist. Columbia	DC	N						0	
10. Florida	FL	N						0	
11. Georgia	GA	N						0	
12. Hawaii	HI	N						0	
13. Idaho	ID	L	49,742	3,977,631				4,027,373	
14. Illinois	IL	L	65,981,312	82,173,259	21,725,889			169,880,460	
15. Indiana	IN	L	1,937,608	3,252,124				5,189,732	
16. Iowa	IA	N						0	
17. Kansas	KS	L	962,357	30,037,727	327,701			31,327,785	
18. Kentucky	KY	L	102,281,222	6,634,772	1,075,462			109,991,456	
19. Louisiana	LA	N						0	
20. Maine	ME	N						0	
21. Maryland	MD	N						0	
22. Massachusetts	MA	N						0	
23. Michigan	MI	N						0	
24. Minnesota	MN	N						0	
25. Mississippi	MS	N						0	
26. Missouri	MO	L	2,273,404	41,521,904	7,245,017			51,040,325	
27. Montana	MT	N						0	
28. Nebraska	NE	L	11,751	3,020,143				3,031,894	
29. Nevada	NV	L	373,158	99,194,547				99,567,705	
30. New Hampshire	NH	N						0	
31. New Jersey	NJ	N						0	
32. New Mexico	NM	L	7,140	3,033,458				3,040,598	
33. New York	NY	N						0	
34. North Carolina	NC	N						0	
35. North Dakota	ND	N						0	
36. Ohio	OH	N						0	
37. Oklahoma	OK	N						0	
38. Oregon	OR	N						0	
39. Pennsylvania	PA	N						0	
40. Rhode Island	RI	N						0	
41. South Carolina	SC	L	976	5,095,473				5,096,449	
42. South Dakota	SD	N						0	
43. Tennessee	TN	L	17,716,497					17,716,497	
44. Texas	TX	N						0	
45. Utah	UT	N						0	
46. Vermont	VT	N						0	
47. Virginia	VA	L	7,236,822					7,236,822	
48. Washington	WA	L						0	
49. West Virginia	WV	L						0	
50. Wisconsin	WI	N						0	
51. Wyoming	WY	N						0	
52. American Samoa	AS	N						0	
53. Guam	GU	N						0	
54. Puerto Rico	PR	N						0	
55. U.S. Virgin Islands	VI	N						0	
56. Northern Mariana Islands	MP	N						0	
57. Canada	CN	N						0	
58. Aggregate other alien	OT	XXX	0	0	0	0	0	0	0
59. Subtotal	XXX	210,196,591	354,530,260	0	30,514,567	0	0	595,241,418	0
60. Reporting entity contributions for Employee Benefit Plans	XXX							0	
61. Total (Direct Business)	(a) 18	210,196,591	354,530,260	0	30,514,567	0	0	595,241,418	0
DETAILS OF WRITE-INS									
5801.	XXX							0	
5802.	XXX							0	
5803.	XXX							0	
5898. Summary of remaining write-ins for Line 58 from overflow page.	XXX	0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

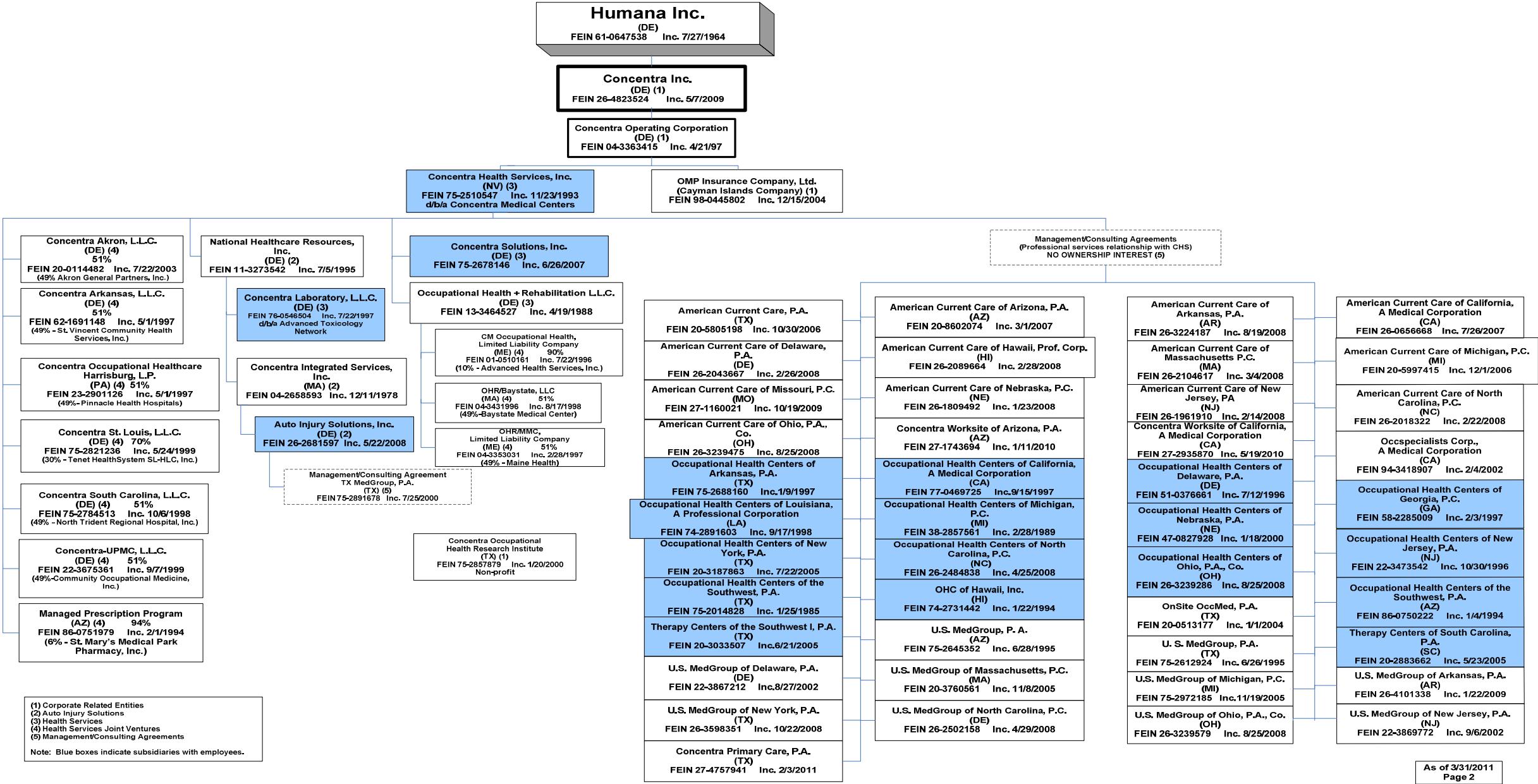
(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



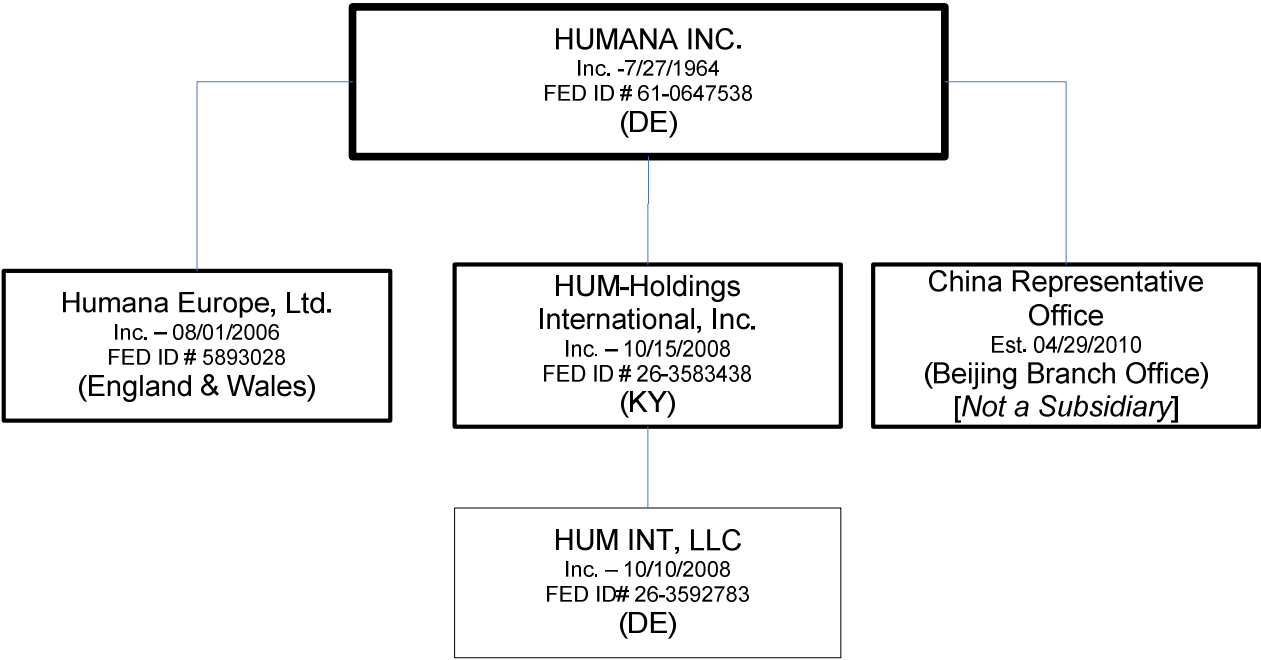
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

15.1



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

HUMANA INTERNATIONAL SUBSIDIARIES



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1. This type of business is not written.

Bar Code:

1.



958852011365000001

OVERFLOW PAGE FOR WRITE-INS

MQ002 Additional Aggregate Lines for Page 02 Line 25.
*ASSETS

	1	2	3	4
	Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	December 31 Prior Year Net Admitted Assets
2504. Federal Contingency Reserves.....	148,657	0	148,657	0
2505. Deposits.....	43,706	43,706	0	0
2506. Other receivables.....	32,756		32,756	0
2597. Summary of remaining write-ins for Line 25 from Page 02	225,119	43,706	181,413	0

SCHEDULE A – VERIFICATION

Real Estate

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	17,264	121,387
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Current year change in encumbrances .....		.0
4. Total gain (loss) on disposals .....		.0
5. Deduct amounts received on disposals .....		.0
6. Total foreign exchange change in book/adjusted carrying value .....		.0
7. Deduct current year's other than temporary impairment recognized .....		.0
8. Deduct current year's depreciation	17,264	104,123
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....	.0	17,264
10. Deduct total nonadmitted amounts .....	.0	.0
11. Statement value at end of current period (Line 9 minus Line 10)	0	17,264

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year To Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year	27,600,000	27,600,000
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		.0
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	27,600,000	27,600,000
12. Total valuation allowance .....		.0
13. Subtotal (Line 11 plus Line 12)	27,600,000	27,600,000
14. Deduct total nonadmitted amounts .....	.0	.0
15. Statement value at end of current period (Line 13 minus Line 14)	27,600,000	27,600,000

SCHEDULE BA – VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	.0	.0
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		.0
2.2 Additional investment made after acquisition .....		.0
3. Capitalized deferred interest and other .....		.0
4. Accrual of discount .....		.0
5. Unrealized valuation increase (decrease) .....		.0
6. Total gain (loss) on disposals .....		.0
7. Deduct amounts received on disposals .....		.0
8. Deduct amortization of premium and depreciation .....		.0
9. Total foreign exchange change in book/adjusted carrying value .....		.0
10. Deduct current year's other than temporary impairment recognized .....		.0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....	.0	.0
12. Deduct total nonadmitted amounts .....	.0	.0
13. Statement value at end of current period (Line 11 minus Line 12)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	372,302,716	183,704,469
2. Cost of bonds and stocks acquired	29,387,867	279,214,806
3. Accrual of discount	17,008	59,700
4. Unrealized valuation increase (decrease)	86,067	1,201,021
5. Total gain (loss) on disposals	64,455	(148,758)
6. Deduct consideration for bonds and stocks disposed of	14,967,127	88,777,562
7. Deduct amortization of premium	1,011,191	2,950,960
8. Total foreign exchange change in book/adjusted carrying value .....		.0
9. Deduct current year's other than temporary impairment recognized .....		.0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	385,879,795	372,302,716
11. Deduct total nonadmitted amounts .....	.0	.0
12. Statement value at end of current period (Line 10 minus Line 11)	385,879,795	372,302,716

STATEMENT AS OF MARCH 31, 2011 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a).....	310,884,096	1,626,686,083	1,586,670,475	(888,526)	350,011,178	0	0	310,884,096
2. Class 2 (a).....	44,000,248	3,369,610	870,562	1,601,373	48,100,669	0	0	44,000,248
3. Class 3 (a).....	13,040,866	3,984,673	2,764,644	(1,782,760)	12,478,135	0	0	13,040,866
4. Class 4 (a).....	1,075,402		6,176	44,364	1,113,590	0	0	1,075,402
5. Class 5 (a).....	0				0	0	0	0
6. Class 6 (a).....	0				0	0	0	0
7. Total Bonds	369,000,613	1,634,040,366	1,590,311,857	(1,025,549)	411,703,572	0	0	369,000,612
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock.....	0	0	0	0	0	0	0	0
15. Total Bonds & Preferred Stock	369,000,613	1,634,040,366	1,590,311,857	(1,025,549)	411,703,572	0	0	369,000,612

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$53,848,736 ; NAIC 2 \$;
NAIC 3 \$; NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1
Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
9199999	6,098,983	XXX	6,098,983	1,742	

SCHEDULE DA - VERIFICATION
Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	9,584,640	12,070,034
2. Cost of short-term investments acquired	291,923,994	1,282,576,653
3. Accrual of discount		0
4. Unrealized valuation increase (decrease).....		0
5. Total gain (loss) on disposals		0
6. Deduct consideration received on disposals	295,409,651	1,285,062,047
7. Deduct amortization of premium.....		0
8. Total foreign exchange change in book/adjusted carrying value.....		0
9. Deduct current year's other than temporary impairment recognized.....		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9).....	6,098,983	9,584,640
11. Deduct total nonadmitted amounts.....		0
12. Statement value at end of current period (Line 10 minus Line 11)	6,098,983	9,584,640

Schedule DB - Part A - Verification

NONE

Schedule DB - Part B - Verification

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part C - Section 2

NONE

Schedule DB - Verification

NONE

SCHEDULE E - VERIFICATION
(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	14,999,980	126,998,169
2. Cost of cash equivalents acquired	1,312,728,504	4,748,156,357
3. Accrual of discount	20,804	116,669
4. Unrealized valuation increase (decrease)		0
5. Total gain (loss) on disposals.....	(37)	(4,669)
6. Deduct consideration received on disposals	1,279,999,498	4,860,266,546
7. Deduct amortization of premium		0
8. Total foreign exchange change in book/adjusted carrying value		0
9. Deduct current year's other than temporary impairment recognized		0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	47,749,753	14,999,980
11. Deduct total nonadmitted amounts		0
12. Statement value at end of current period (Line 10 minus Line 11)	47,749,753	14,999,980

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 2

NONE

Schedule B - Part 3

NONE

Schedule BA - Part 2

NONE

Schedule BA - Part 3

NONE

E04

[illegible]

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

STATEMENT AS OF MARCH 31, 2011 OF THE Humana Health Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/(Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments																					
36202E-VP-1	GOVERNMENT NATIONAL MORTGAGE GNMA		03/21/2011	VARIOUS		854,392	854,392	860,399	856,440		(2,048)		(2,048)		854,392			0	8,035	08/01/2038	1
0599999 - Bonds - U.S. Governments						854,392	854,392	860,399	856,440	0	(2,048)	0	(2,048)	0	854,392	0	0	0	8,035	XXX	XXX
Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions																					
31288D-U8-0	FREDDIE MAC FHLMC		03/01/2011	MBS PAYDOWN		917	917	948	917				0		917			0	10	12/01/2032	1
31286P-TZ-6	FED NTL MTG ASSO		03/01/2011	MBS PAYDOWN		30,378	30,378	31,313	30,398		(20)		(20)		30,378			0	377	01/01/2017	1
3128M1-CR-8	FNMA PC GOLD		03/01/2011	MBS PAYDOWN		351,105	351,105	372,500	352,034		(929)		(929)		351,105			0	2,832	04/01/2021	1
3128M1-LB-3	COMB 15YR FGOLD 15YR		03/01/2011	MBS PAYDOWN		316,693	316,693	335,991	317,545		(853)		(853)		316,693			0	2,557	12/01/2020	1
3128M1-NZ-8	FHLMC		03/01/2011	MBS PAYDOWN		344,571	344,571	365,568	345,424		(853)		(853)		344,571			0	2,707	12/01/2020	1
3128M1-PJ-2	FGOLD 15YR GIANT		03/01/2011	MBS PAYDOWN		158,396	158,396	168,049	158,761		(364)		(364)		158,396			0	1,229	05/01/2021	1
3128M1-R7-6	FHLMC		03/01/2011	MBS PAYDOWN		245,849	245,849	260,830	246,409		(561)		(561)		245,849			0	1,912	05/01/2021	1
3128M1-SY-6	FGOLD 30 YR		03/01/2011	MBS PAYDOWN		154,518	154,518	163,933	154,898		(381)		(381)		154,518			0	1,213	12/01/2021	1
3128M6-P2-8	FNMA		03/01/2011	MBS PAYDOWN		159,204	159,204	160,964	159,249		(45)		(45)		159,204			0	1,492	06/01/2038	1
3128MB-N7-8	FGOLD 15YR GIANT		03/01/2011	MBS PAYDOWN		95,251	95,251	101,055	95,508		(257)		(257)		95,251			0	758	12/01/2021	1
312942-NM-3	FNMA		03/01/2011	MBS PAYDOWN		65,072	65,072	66,709		(10)			(10)		65,072			0	353	09/01/2040	1
312971-BM-5	FGOLD 15YR		03/01/2011	MBS PAYDOWN		71,199	71,199	75,538	71,309		(109)		(109)		71,199			0	435	04/01/2020	1
312971-CQ-5	FHLMC		03/01/2011	MBS PAYDOWN		70,939	70,939	75,262	71,045		(106)		(106)		70,939			0	512	04/01/2020	1
312971-FQ-2	FGOLD 15YR		03/01/2011	MBS PAYDOWN		477,149	477,149	506,225	478,022		(872)		(872)		477,149			0	3,704	04/01/2020	1
312971-MS-0	FHLMC		03/01/2011	MBS PAYDOWN		90,165	90,165	95,659	90,319		(154)		(154)		90,165			0	735	05/01/2020	1
312972-DX-7	FGOLD 15YR		03/01/2011	MBS PAYDOWN		96,490	96,490	102,370	96,647		(157)		(157)		96,490			0	730	04/01/2020	1
312972-EK-4	FHLMC		03/01/2011	MBS PAYDOWN		178,581	178,581	189,463	179,112		(532)		(532)		178,581			0	1,160	04/01/2020	1
312972-GT-3	FGOLD 15YR		03/01/2011	MBS PAYDOWN		334,935	334,935	355,345	336,102		(1,167)		(1,167)		334,935			0	2,783	04/01/2020	1
312972-GZ-9	FHLMC		03/01/2011	MBS PAYDOWN		348,229	348,229	369,449	349,452		(1,223)		(1,223)		348,229			0	2,628	04/01/2020	1
31336W-CP-2	FGOLD 15YR		03/01/2011	MBS PAYDOWN		101,715	101,715	107,913	101,943		(227)		(227)		101,715			0	803	10/01/2020	1
31371K-NX-5	FHLMC		03/01/2011	MBS PAYDOWN		46,133	46,133	47,744	46,163		(30)		(30)		46,133			0	392	05/01/2017	1
313926-UZ-6	FED NTL MTG ASSO		03/01/2011	MBS PAYDOWN		234,219	234,219	247,394		(232)			(232)		234,219			0	1,364	01/01/2018	1
31396A-MX-9	FNMA 02-94: HO		03/01/2011	MBS PAYDOWN		58,638	58,638	60,200	58,666		(28)		(28)		58,638			0	537	09/01/2035	1
31396R-R7-4	FHLMC REMIC SERIES 3178		03/01/2011	MBS PAYDOWN		142,605	142,605	141,959	142,525		80		80		142,605			0	1,305	10/01/2027	1
31398V-TM-8	FH3659D: BA		03/01/2011	MBS PAYDOWN		493,668	493,668	528,823	494,233		(565)		(565)		493,668			0	4,161	02/01/2039	1
31410F-Z2-4	CNO		03/01/2011	MBS PAYDOWN		176,505	176,505	173,968	176,438		67		67		176,505			0	1,358	07/01/2020	1
31415W-PB-3	FED NTL MTG ASSO		03/01/2011	MBS PAYDOWN		505,508	505,508	539,175	506,244		(736)		(736)		505,508			0	4,790	11/01/2038	1

SCHEDULE D - PART 4

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11+12-13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)
31416B-4X-3	FED NTL MTG ASSO 15YR		03/01/2011	MBS PAYDOWN		2,117,203	2,117,203	2,270,370	2,123,900		(6,697)		(6,697)		2,117,203			.0	19,416	01/01/2022	1
31416W-LC-4	FED NTL MTG ASSO 30YR		03/01/2011	MBS PAYDOWN		1,049,354	1,049,354	1,093,132	1,049,627		(272)		(272)		1,049,354			.0	6,526	07/01/2040	1
31418W-OP-8	FED NTL MTG ASSO FNMA		03/01/2011	MBS PAYDOWN		49,578	49,578	52,034	49,612		(34)		(34)		49,578			.0	319	08/01/2025	1
575566-R9-7	REF-GEN TRANSN SYS-SER A MUNI		03/02/2011	CALLED SECURITY at 100.000		665,000	665,000	736,348	678,660		(13,660)		(13,660)		665,000			.0	18,288	03/01/2012	1FE
3199999 - Bonds - U.S. Special Revenue and Special Assessment and all Non-Guaranteed Obligations of Agencies and Authorities of Governments and Their Political Subdivisions						9,229,767	9,229,767	9,796,231	8,961,162	0	(30,927)	0	(30,927)	0	9,229,767	0	0	0	87,386	XXX	XXX
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
05946X-BV-4	BANK OF AMERICA FDG CO 2003-1		03/21/2011	CALLED SECURITY at 100.000		5,308	5,308	5,420	5,407		(99)		(99)		5,308			.0	54	05/01/2033	1Z*
06052G-AC-2	BANK OF AMERICA ABS FTST		03/15/2011	CALLED SECURITY at 100.000		174,648	174,648	175,392	175,239		(591)		(591)		174,648			.0	682	12/15/2013	1FE
090572-AG-3	BIO-RAD LABORATORIES INC CORPORATE		01/10/2011	CALLED SECURITY at 101.250		162,000	160,000	175,063	162,200	3,287	(46)		3,241		165,441		(3,441)	(3,441)	4,833	08/15/2013	3FE
101137-AJ-6	BOSTON SCIENTIFIC CORPORATE		03/18/2011	VARIOUS		2,314,290	2,225,000	2,260,356	2,257,984		(1,746)		(1,746)		2,256,237		58,052	58,052	68,183	01/15/2015	3FE
25179S-AC-4	DEVON FINANCING CORP CORPORATE		03/31/2011	BNP PARIBAS		876,231	850,000	928,642	881,505		(10,942)		(10,942)		870,562		5,669	5,669	30,030	09/30/2011	2FE
30257F-AA-1	FPL ENERGY NATIONAL WIND CORPORATE		03/25/2011	CALLED SECURITY at 100.000		6,176	6,176	6,176	5,863	314			314		6,176			.0	189	03/25/2019	4FE
34529F-AC-1	FORD MOTOR CREDIT ABS FTST		03/15/2011	MBS PAYDOWN		293,429	293,429	300,020	293,906		(477)		(477)		293,429			.0	1,320	11/15/2013	1FE
368280-HV-1	GE CAP CMBS 2004-C3		03/10/2011	CALLED SECURITY at 100.000		159,448	159,448	160,242	160,176		(728)		(728)		159,448			.0	1,384	07/01/2039	1Z*
502413-AS-6	L-3 COMMUNICATIONS CORP CORPORATE		03/09/2011	CALLED SECURITY at 101.958		50,979	50,000	47,500	48,649		52		52		48,702		2,277	2,277	1,909	01/15/2015	3FE
52108H-RB-2	LB-UBS CMBS 2003-C3		03/17/2011	CALLED SECURITY at 100.000		37,230	37,230	37,415	37,373		(143)		(143)		37,230			.0	248	05/11/2027	1Z*
831641-DF-9	SMALL BUSINESS ADMINISTRATION ABS FTST		02/10/2011	CALLED SECURITY at 100.000		7,067	7,067	7,567	7,107		(41)		(41)		7,067			.0	113	08/01/2011	1
97381W-AD-6	WINDSTREAM CORP CORPORATE		03/30/2011	CALLED SECURITY at 103.500		232,875	225,000	234,563	233,448		(319)		(319)		233,130		(255)	(255)	12,884	08/01/2016	3FE
PP9GBG-HE-9	WELLS FARGO & CO CERTIFICATE OF DEPOSITS		03/02/2011	MATURITY		500,000	500,000	500,00													

E05.1

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part D

NONE

SCHEDULE DL - PART 1
SECURITIES LENDING COLLATERAL ASSETS

General Interrogatory:						
1. Total activity for the year to date	Fair Value \$	2,314,944	Book/Adjusted Carrying Value \$	2,314,944		
2. Average balance for the year to date	Fair Value \$	29,369,825	Book/Adjusted Carrying Value \$	29,369,825		
3. Reinvested securities lending collateral assets book/adjusted carrying value included in this schedule by NAIC designation:						
NAIC 1 \$3,199,430	NAIC 2 \$	NAIC 3 \$	NAIC 4 \$	NAIC 5 \$	NAIC 6 \$	

SCHEDULE DL - PART 2
SECURITIES LENDING COLLATERAL ASSETS

General Interrogatory:			
1. Total activity for the year to date.....	Fair Value \$	Book/Adjusted Carrying Value	\$
2. Average balance for the year to date	Fair Value \$	Book/Adjusted Carrying Value	\$
3. Grand Total Schedule DL Part 1 and Part 2.....	Fair Value \$	Book/Adjusted Carrying Value	\$

STATEMENT AS OF MARCH 31, 2011 OF THE Humana Health Plan, Inc.

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

[illegible]